

# **BYLAWS OF THE ISSAQUAH HIGH SCHOOL BOOSTER CLUB**

Revised December 13, 2016

## **ARTICLE I. Name**

The name of this organization shall be the Issaquah High School Booster Club (hereinafter the "Booster Club").

## **ARTICLE II. Purpose**

The Booster Club is a parent, alumni and community non-profit organization that supports and promotes all extra-curricular (outside the classroom) activities, sports and clubs at Issaquah High School.

The purpose of the Booster Club is:

- (a) To engage in fundraising activities in support of the Booster Club, and any other activities of Issaquah High School that the Booster Club believes is appropriate;
- (b) To help promote a positive image of Issaquah High School athletics, activities and clubs in the community; and
- (c) To support any school athletic programs, activities or clubs that the Booster Club believes is deserving.

## **ARTICLE III. Membership**

Section 1. Active Members. The active membership of the Booster Club shall consist of persons whose background, experience or interests indicate that they will support the purpose of the club. Active members, for notice and voting purposes, shall be those whose current dues have been paid. All active members shall be non-students of Issaquah High School and over 18 years of age.

Section 2. Honorary. Honorary members of the club shall be those persons elected to such category by the Board of Directors at any meeting thereof, without notice. Honorary members shall not be entitled to vote, to receive written notice of meetings of the active membership, or to participate in the call of such meetings.

Section 3. Status of Membership. Membership in the club shall be personal, shall not survive the death of an individual member and may not be transferred by any means. Membership shall continue until forfeited or resigned.

## **ARTICLE IV. Meetings**

Section 1. Regular Meetings. The members of the Booster Club shall meet regularly at 6:30 pm on the second Tuesday of every month of the school year, with proper notification to all members. Meeting dates may be adjusted due to school/holiday schedule. The Board has the option to cancel or postpone a meeting with the proper notification.

Section 2. Special Meetings. The Board has the option to call a special meeting (via in person, phone, email) for the purpose of any timely emergency that needs to be resolved. Results of this meeting must be ratified by the Board and the report of the meeting will be on the next regular meeting's agenda.

Section 3. Annual Meeting. The Annual Meeting of the members for election of officers to succeed those whose terms expire shall be held each year at the regular meeting scheduled during the month of May. The new officers elected shall be inducted into office at the June regular meeting.

Section 4. Quorum and Adjourned Meetings. Fifteen members in good standing and entitled to vote shall constitute a quorum at any meeting of the club. A majority of the represented at a meeting, even if less than a quorum, may adjourn the meeting from time to time without further notice. The vote of the majority of the active members in good standing, and entitled to vote present at a meeting in which a quorum is present, shall be necessary to transact business at the meeting as originally notified, except for where a greater number is required by these Bylaws or by the Articles of Incorporation. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Voting. Each member shall be entitled to one vote.

Section 6. Rules of Order. Robert's Rules of Order, on parliamentary procedure shall be used at all meetings of the Booster Club.

#### **ARTICLE V. Board of Directors**

Section 1. Powers and Qualifications. The Board of Directors shall be the governing body of the club and shall have the power to administer the business and affairs of the club and to make such regulations and to take such action consistent with the Articles of Incorporation and Bylaws as in its judgement may be necessary for the welfare of the club.

Section 5. Number of Directors. The Board of Directors shall consist of not less than five (5), with an unlimited number of persons based on the needs of the club. This number shall include the five elected officers, outlined in Article VI, Section 3.

Section 3. Election and Term. The Directors shall be elected by a majority vote at the annual meeting. The term of each elected Director shall be one year.

Section 4. Meetings.

- (a) The President shall be chairman of the Board. He/she shall call regular meetings of the Board of Directors. Such regular meetings shall be held at such place, and on such day and hour, as shall from time to time be fixed by resolution of the Board of Directors. No notice of regular meetings of the Board of Directors shall be necessary.
- (b) A special meeting may be called within five (5) days after receiving a written request from three or more Board members. All Directors must be given at least three (3) days notice of a meeting of the Board of Directors, except in an emergency, when reasonable notice to each Director shall suffice. A Director shall be deemed to have notice of a meeting if notice was mailed to him/her at the address that appears on the books of the club six (6) days prior to the meeting, or if a telephone message was left at his or her home, or place of business three (3) days prior to the meeting.
- (c) At any meeting of the Board of Directors, any business may be transacted and the Board may exercise all of its powers.

Section 5. Quorum and Voting.

- (a) Forty percent (40%) of the Directors presently in office shall constitute a quorum for all purposes, but a lesser number may adjourn any meeting and the meeting may be heard as adjourned without further notice.
- (b) At each meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present at a meeting shall be the act of the Board of Directors. The Directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.
- (c) Any member of the Board shall be considered present at any meeting of the Board notwithstanding his physical presence at a different location when he shall be in communication with the other members present at such meeting, either by phone, wire or radio and capable of both receiving and transmitting messages.

Section 6. Vacancies. In case of any vacancy in the Board of Directors, the remaining Directors whether constituting a quorum or not, may elect a successor to hold office for the un-expired portion of the term of the Director whose place shall be vacant and until the successor shall have been duly elected and qualified.

Section 7. Resignation. Any Director may resign at any time by delivering written notice to the President of the club.

Section 8. Compensation. The Board of Directors shall be entitled to no compensation for their service rendered to this club.

Section 9. Presumption of Assent. A Director of the club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall presume to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment, thereof, or shall forward such dissent by registered mail to the Secretary of the club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Functions. In addition to its general powers, the Board of Directors shall have the following specific powers and duties:

- (a) The Board shall be responsible for the appropriation of all funds of the club in accordance with the club's budget and shall through the President or other duly authorized member of the Board approve all vouchers before payment by the Treasurer. It shall designate the bank or depository for funds of the club, approve all investments of funds of the club and determine the amount of and bond which shall be given by the Treasurer. It shall approve and receive the annual budget and the annual audit of the financial transaction of the club.
- (b) It shall pass on all projects to be undertaken by the club and shall pass on all funds to be distributed by the club or the promotion of Issaquah High School in accordance with the Articles of Incorporation.
- (c) It shall pass upon all grievances, default and complaints by or against a member, and may take such action as it deems appropriate on behalf of, or against such member, upon two-thirds vote of the entire Board. It may for good cause propose to the membership that an office be

declared vacant; provided however before such action is taken, the office holder shall be notified of such proposed action and shall be given an opportunity to be heard by the Board.

Section 11. Delegation. In case of absence or inability to act of an officer of the club, the Board Directors may from time to time delegate powers of duties to such other officer or other person whom it may select.

Section 12. Removal. The Board of Directors, upon two-thirds vote of the entire Board, shall have the right to remove any officer whenever in its judgement the best interest of the club will be served thereby.

## **ARTICLE VI. Officers**

Section 1. Officers. The elected officers of this club shall be President, Vice President Fundraising, Vice President Membership, Secretary and Treasurer. In the case of a desired Co-President situation, the second president's title will be Executive Vice President.

All elected officers shall hold office for one year or until their successors are elected and qualified. The term of officers shall officially begin on the first day of June following their election.

Section 2. Election. Each of the officers shall be nominated by the Board of Directors and shall be formally elected by the active members in good standing entitled to vote at the annual meeting designated in Article IV, Section 3, hereinabove.

Section 3. Powers and Duties.

- (a) President. The President shall appoint all committees, shall preside at all meetings of the club and the Board of Directors and shall perform such other duties as ordinarily pertain to such office. The President shall be an ex-officio member of all standing committees. In the event of the vacancy of the office of President, the Executive Vice President or one of the four Vice-Presidents shall assume the office and title of the President during the un-expired term of the President.
- (b) Vice-Presidents. The Vice-Presidents shall serve as President in the absence or incapacity of the President. In addition, they will share the responsibility of representing the Issaquah High School Booster Club at all Issaquah School District Board Meetings and shall act as administrative assistants to the President and shall perform such duties and exercise such authority as the President or Board of Directors may prescribe and serve as a liaison and advisor to the committee chairs and ad-hoc chairs assigned to them.
  - 1) Vice President Fundraising. The Vice President Fundraising shall serve as liaison and advisor to the following committee chairs: Merchandise, Fundraising and Scholarship.
  - 2) Vice President Membership. The Vice President Membership shall serve as liaison and advisor to the following committee chairs: Membership/Registration, Booster Crew, Spirit Committee and Nominating.
- (c) Secretary. It shall be the duty of the Secretary to keep the records of the membership, record attendance at meetings, send out notice of meetings of the club, board and committees, record and preserve the minutes of such meetings; and perform such other duties as customarily pertain to such office. The Secretary shall be the Registered Agent of the club and his/her address shall be the registered office of the club. The new Secretary of the club, immediately

subsequent to the installation, and upon resolution of the Board of Directors, shall inform the Washington Secretary of State of the changes in Registered Agent and office in the form required by the Secretary of State. The Secretary shall keep a membership register of the names and addresses of the club members entitled to vote. The secretary is also to serve as chairperson over the Newsletter.

- (d) Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club at its Annual Meeting and at any other time upon demand by the Board of Directors, and to perform such other duties as customarily pertain to such office. He shall collect all dues and funds of the club and deposit them in the bank or depository named by the Board of Directors. Upon his retirement from office, he shall turn over to his successor or to the President, all funds, books, and account or any club property in his possession. The Treasurer is also to serve as Chairperson over the Budget Committee.

Section 4. Code of Conduct. All members of the Booster Club shall act in good faith at all events (social and athletic). Any conduct that is violent or abusive in action shall give just cause for dismissal as a member of the Booster Club. Such actions should be reported in writing to the Board of Directors stating offensive action, date, and signed by the individual reporting incident. A vote shall be taken at the next regular meeting on actions of any member that warrants a review from the Board of Directors.

#### **ARTICLE VII. Committees**

Section 1. Appointments. The President shall appoint the following standing committee Chairs: (a) Membership/Registration Chair (b) Booster Crew Coordinator (c) Scholar Athlete Award (d) Merchandise (e) Budget/Finance (f) Nominations (g) Scholarship (h) Spirit Committee (i) Social Media (j) Website

And the following ad hoc committees: Budget/Finance, Nominations and Scholarships

Section 2. Authority. No such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan or merger or consolidation, recommending to the members corporation action other than in the usual and regular course of business, recommending to the members a voluntary dissolution of the club or revocation thereof, or amending Bylaws of the club. The designation of any such committee and delegation thereto of authority shall not operate to relieve any member of the Board of Directors of any responsibility imposed by law.

Section 3. Combination. These standing committees may be combined or divided, as the President or the Board of Directors may deem necessary.

Section 4. Special Committees. In addition to standing committees, there shall be appointed by the President such special committees, as the President or the Board of Directors may deem necessary.

Section 5. Duties of Committees

- (a) Membership/Registration. The primary function of this committee is to recruit and maintain the general membership of the IHS Booster Club. Membership applications are distributed at registration, at key school events and through the Booster Crew. The membership chairman

accepts completed applications, deposits dues with the treasurer and maintains a database of the membership. It is the role of the membership chairman to provide board members and the Booster Crew with specific membership information as needed.

- (b) **Booster Crew Coordinator.** The primary function of this committee is to organize and recruit the booster crews for all three seasons and provide communication between the school, the coaches or advisors, the parents, the booster crew etc. through all the available sources including but not limited to email, newsletter, telephone and so on.
- (c) **Scholar Athlete Award.** The primary function of this committee shall be to solicit and qualify nominations for this award and to make final determination of eligibility and make a monthly selection for this award. This position is also responsible for all events of this award.
- (d) **Merchandise.** The primary function of this committee is to keep an inventory of merchandise and reorder as necessary and organize committee/volunteer sales at school events. This committee is in charge of sales and merchandising of Booster Club spirit gear. The sale of this merchandise is intended to promote school spirit so the mark up on the merchandise is minimal but it also acts as a fundraiser. Duties of this committee include keeping an accurate inventory of the merchandise and the re-ordering as necessary, organizing volunteers to sell the spirit gear at school events.
- (e) **Budget/Finance.** This committee shall prepare a budget of the estimated income and expenses of the club for the year, and shall pass upon all major expenditures of the club, the same having been recommended and approved previously by the Board of Directors. In the month of April each year, this committee shall create a budget to be voted on at the annual meeting. In June this committee will review and audit the books to create a clean transition for the new year beginning July 1.
- (f) **Nominations.** The nominating Committee shall consist of the immediate past President as Chairman and five individuals no more than two of who are currently serving as officers or directors of the club. The Board of Directors shall appoint such not later than February 1<sup>st</sup> of each year. No member with the exception of the immediate Past President may serve for more than two consecutive terms on the Nominating Committee. The Nominating Committee shall render its report setting forth the names of at least one candidate for each position to be decided at the next election to the Board of Directors no later than the April Board Meeting. The consent of the nominees shall be obtained before reading the report to the Board.
- (g) **Scholarship.** This committee will determine the qualifications and other criteria used each year to select scholarship recipients. The Board of Directors shall approve the selection criteria. The committee shall seek applications from graduating seniors of Issaquah High School, review such applications received and select from such applications the students to receive such scholarships as have been approved for distribution during the year by the Board of Directors. This committee shall consist of at least three members and no relative of a committee member shall be eligible for a scholarship.
- (h) **Social Media.** This committee of 1-2 members will focus on social media communication through the Booster Club Facebook Page, and any other social media added in the future. Administrators to the social media accounts are limited to those selected by the Booster President, and must serve on the Board of Directors.
- (i) **Spirit Committee.** This committee will act as liaison between ASB and ASB advisor and Booster Crew to help coordinate spirit activities.

- (j) Website. The website committee of 1-2 members updates the website on an ongoing basis. Forwards membership, volunteer lists to the appropriate board chairs. Works with the Social Media committee to produce the weekly BoosterBuzz membership email. Administrators to website account is limited to those selected by the Booster President, and must serve on the Board of Directors.

#### **ARTICLE VIII. Encumbered Funds**

Section 1. Encumbered Funds. Funds raised by and/or allocated to specific sports teams, clubs or activities, although deposited in the Club's account, shall be separately tracked as "encumbered funds" for each team/group.

Section 2. Approvals. Expenditures from these encumbered funds do not require Board approval but may be expended on behalf of these teams/groups at the discretion of the advisor, head coach, and/or authorized member as long as they are consistent with the program budget and the Booster Club fund criteria. Funding request forms are required for documentation of all expenditures.

Section 3. Requests. No team or committee should submit a funding request which exceeds the amount of funds available, at the time of the request, in the team or the committee encumbered funds account. The Board may decline a request for funds if the team balance is inadequate to cover the expenses.

Section 4. The Booster Club Employer Identification Number (EIN) may not be used by any private / for-profit organization without Board approval.

Section 5. No private / for-profit organization can charge donors more than 5% administrative fees plus credit card fees on pass the hat fundraising efforts without a majority vote of a quorum of members present at the meeting.

#### **ARTICLE IX. Membership Dues**

Section 1. Active Members. Membership dues shall be determined annually by the Board of Directors.

Section 2. Dues. All dues shall be payable when billed by the Treasurer. No member shall be deemed in good standing who is in arrears more than thirty days in payment of his dues.

#### **ARTICLE X. Fiscal Year**

Section 1. Fiscal Year. The fiscal year of the club shall be July 1 to June 30.

#### **ARTICLE XI. Resolutions and Subscriptions**

Section 1. No resolution or motion to commit this club to any school service project, fund raising project or new club project shall be considered by the club until the Board of Directors has considered it and recommended by a majority of the entire board. Resolutions or motions regarding such projects if offered at a club meeting shall be referred, without discussion, to the board.

#### **ARTICLE XII. Books and Records**

Section 1. Books of Account, Minutes and Membership Register. The club shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors and members and shall keep at its registered office, or at the office of its agent, a membership register, giving the names of the members and their respective addresses.

Section 2. Copies of Resolutions. Any person dealing with the club may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board of Directors, when certified by the President or Secretary.

Section 3. Minimum Balance in Treasury. A minimum balance of \$2,000 shall be maintained in the Treasury.

Section 4. Dissolution. If the club dissolves, all money left in the Booster Club accounts will be turned over to Issaquah High School's ASB General Fund to be used at the discretion of the school's administration.

### **ARTICLE XIII. Amendment of Bylaws and Articles of Incorporation**

Section 1. These Bylaws and the club's Articles of Incorporation may be amended only after recommendation by a majority of the Board of Directors and ratification by two-thirds of the active members voting at any regular meeting of the club in which there is a quorum or at a special meeting called for such purpose within the time and in the manner required for giving notice of special meeting by Article IV, Section 2 of these Bylaws. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast.

### **ARTICLE XIV. Indemnification of Directors and Officers**

Section 1. Indemnification. Each director or officer now or hereafter serving the club, and each person who at the request of or on behalf of the club is now serving or hereafter serves as a director or officer of any other club and the respective heirs, executors, and administrators of each of them shall be indemnified by the club to the fullest extent provided by law against all costs, expenses, judgements, and liabilities, including attorney fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal, in which he/she is or may be made a party by reason of his being or having been such director or officer by reason of any action alleged to have been taken or omitted by him as such director or officer, whether or not he is a director or officer at the time of incurring such costs, expenses, judgements and liabilities, provided that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the club. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction or upon a plea or nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the club. The foregoing rights of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law. The Board of Directors may obtain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability arising out of his status as such, whether or not the club would have power to indemnify him against such liability.

## **ARTICLE XV. Loans**

Section 1. Loans. No loans shall be made by the club to its officers or directors.

## **ARTICLE XVI. Miscellaneous**

Section 1. Gender of Words. As used in these Bylaws the word "he" shall include the word "she", the word "his" shall include the word "hers" and the word "him" shall include the word "her".

Section 2. Waiver of Notice. Whenever any notice is required to be given any member or Director by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Actions by Written Consent. Any club action required by the Articles of Incorporation, Bylaws, or by the laws under which this club is formed, in the State of Washington, to be taken upon or approved, at a duly called meeting of the members or Board of Directors may be accomplished without a meeting if unanimous written consent of the respective Directors or Members, setting forth the action so taken, shall be signed before taking such action by all the Directors or members as the case may be. Such consent shall have the same force and effect as a unanimous vote may be described as such.

KNOW ALL YE BY THESE PRESENTS: That we, the undersigned, being all of the current Board of Directors of the Issaquah High Booster Club, a non-profit corporation organized and existing under the laws of the State of Washington, do hereby certify that the forgoing code of Bylaws was duly adopted by resolution of the 10<sup>th</sup> of May 2016.

The above Bylaws include revisions made June 26, 1995, June 13, 1996, September 10, 1996, May 13, 1997, May 13, 2002, April 10, 2005 and May 12, 2011, May 10, 2016