

# **BYLAWS** **of** **SCHS Athletic Boosters, Inc.**

## **INTRODUCTION**

These bylaws constitute the code of rules adopted by SCHS Athletic Boosters, Inc. for the regulation and management of its affairs. The purpose of the Corporation is to: a. Promote interest in the athletic activities of St. Cloud High School; b. Obtain funds by activities, gifts, acceptance of bequests, donations, projects, and promotions; c. Assist the St. Cloud High School Athletic Department in any legal and authorized manner requested; and d. Assist in the promotion of athletic events and obtaining facilities for said events, and in general, any related activity or enterprise permitted under the laws of the United States or the State of Florida.

## **MEMBERSHIP**

- 1. Members:** Any individual 18 years of age or older who resides in the service area is eligible for membership in the Corporation.
- 2. Rights of Members:** Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No member shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution.
- 3. How the Membership can Legally Act:** The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership.
- 4. Annual Membership Meetings:** The annual meeting of the membership shall be held once a year during the month of April , or as soon as practical there- after, at a time and place designated by the board of directors for the purpose of electing directors and transacting any other business as may properly come before the meeting. The meetings shall be adequately publicized throughout the service area by such methods as flyers, email notices, school announcements, and other means.
- 5. Notice of Annual Meeting:** Written notice of the annual membership meeting shall be given not less than seven (7) calendar days before the day that such a meeting is to be held. Such written notice shall be delivered by posting a copy in a conspicuous place at the principal office of the Corporation, or by email, or such additional means as the board of directors shall deem effective. The written Notice shall state the place, day, and hour of the meeting. This section may be amended or repealed only by a vote of a majority of the members at a meeting of the membership called in accordance with the terms of these bylaws.
- 6. Special Membership Meetings:** Special meetings of the members may be called at any time by the President or by the board of directors, or on written request of one-fourth of the members who are entitled to vote.

**7. Quorum:** The attendance of the majority of the members of the Board of Directors and at least one (1) authorized school representative constitutes a quorum for the conducting of business at either an annual or a special meeting of the membership.

**8. Enrollment of Members:** The board of directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be over the age of 18 and living in the service area. All persons wishing to become members shall fill out an application form. The secretary shall examine each application sign in the place indicated if the applicant appears to be over the age of 18 and reside in the service area. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up to date membership list in the back of the minute book.

## **DIRECTORS**

**9. Definition of Board of Directors:** The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

**10. Qualifications:** Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

**11. Number of Directors:** The Board of Directors shall consist of a President, Vice President, Treasurer, Secretary, the St. Cloud High School Athletic Director or, in his or her absence, an official school administrator, who shall act as a general board member and three (3) additional general board members. As of the date that these Bylaws were adopted the number of Directors was fixed at eight (8) and thereafter shall be fixed from time to time by resolution of the Board of Directors.

**12. Terms and Election of Directors:** Directors shall be elected by the members at the annual meeting of the membership, held in April. Directors shall serve terms of one (1) year from July 1<sup>st</sup> through June 30<sup>th</sup>, unless re-elected to succeeding terms. Board members shall serve until their successors are chosen. Directors must be available to attend a majority of the scheduled meetings.

**13. Nomination Process:** Nominations may be made upon announcement of the Annual Meeting.

**14. Election Process:** All membership meetings at which elections for vacant board seats are to occur shall be adequately publicized within the Corporation's service area. An ample opportunity shall be given to all service area residents to become members of the corporation and, thus, participate in the election process. At all membership meetings, each member shall have the right to vote for as many nominees as there are vacancies on the board of directors. The results shall be recorded in the minutes.

**15. Procedure at Board Meetings:** The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.

**16. Resignations:** Any Board Member can resign at any time by delivering a written or email resignation to the President of the board or to the Secretary of the Corporation.

**17. Removal:** Any board member may be removed at any time (with or without cause) by a vote of the membership at a meeting of the membership properly called in accordance with the terms of these bylaws.

**18. Vacancies:** Resignations of board members shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated.

**19. Place of Director's Meetings:** Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted.

**20. Meetings:** Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the President
- C. the Secretary upon the written request of a majority of the directors

Meetings shall be held the 1<sup>st</sup> and 3<sup>rd</sup> Monday of each month from August through November and on the 1<sup>st</sup> Monday of each month from December through June. No meeting shall be held during the month of July. If the day conflicts with a National Holiday or other event, the meeting may be held on an alternate date as scheduled and approved by the Board of Directors.

**21. Quorum:** A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Board of Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

## **OFFICERS**

**22. President:** The President shall preside at all board meetings, be responsible for preparing agendas for board meetings, shall exercise parliamentary control in accordance with Roberts Rules of Order, and oversee the functioning of all committees.

**23. Vice President.** Shall preside at all board meetings in the absence of the President. Assist President and aid in the functioning of all committees.

**24. Secretary:** The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

**25. Treasurer.** Receive all monies accruing to the Corporation and to deposit these monies in the bank account of the Corporation and to disburse authorized expenditures of all funds. The Treasurer shall also cause to be filed any and all State and Federal Tax Returns and corporate filings.

**26. General Board Members.** Shall have voting rights and assist on a minimum of one (1) committee.

### **INFORMAL ACTION**

**27. Waiver of Notice:** Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

**28. Action by Consent:** Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the members or board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

### **COMMITTEES**

**29. Appointment of Committees:** The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

### **OPERATIONS**

**30. Fiscal Year:** The fiscal year for this Corporation will be Calendar year.

**31. Inspection of Books and Records:** All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

**32. Loans to Management:** This Corporation shall make no loans or notes of any kind including notes or loans to any of its Directors, Officers or Members.

**33. Successor corporation(s).** In accordance with IRS Section 501(c)3, should the organization dissolve, all remaining assets will be disbursed to another exempt organization, preferably the St. Cloud High School Athletic Department.

**34. Execution of Documents:** Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the board of directors.

### **AMENDMENTS**

**35.** The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of directors at a meeting where a quorum is present.

## **PUBLIC STATEMENTS**

**36. Authority to make Statements.** No person, except for the President shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

**Limitation on Statements.** Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

## **INDEMNIFICATION**

**37.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors or administrators) may be entitled apart from this Article.

## **CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of SCHS Athletic Boosters, Inc. at their meeting held on July \_\_\_\_\_, 2011.

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Laura Kessler, Secretary