

The Encinal High School Athletic Boosters By-Laws

210 Central Ave., Alameda, CA 94501

EIN# 23-7297618; 501 (c) (3) 9781629

ARTICLE I - NAME

This organization shall be known as the Encinal High School Athletic Boosters; hereinafter referred to as "the Boosters."

ARTICLE II - MISSION STATEMENT

The Encinal High School Athletic Boosters, also known as "the Boosters," are composed of parents and other community members who have an interest in improving and assisting the Encinal High School athletic program. The Booster's primary purpose is fundraising to support student and athletic programs and promoting school spirit through sports.

ARTICLE III - OBJECTIVE

SECTION 1

The objective of the Boosters shall be to support and raise money for Encinal High athletics while promoting school spirit.

SECTION 2

To achieve this objective, the Boosters will provide a program that encourages participation. All Directors, Officers and Members shall bear in mind that we support all the league athletic programs. In accordance with Section 501 (c) (3) of the Federal Internal Revenue Code, the Boosters shall operate exclusively as a non-profit organization. No part of the net earnings shall benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV - MEMBERSHIP

SECTION 1

Eligibility- Any person sincerely interested in active participation to further the objective of the Boosters may apply to become a Member.

SECTION 2

Members:

- (a) **Regular Members.** The parents or legal guardians of any youth participating in programs, alumni, and all other adults wishing to support EHS league athletic programs and who complete an application and pay membership dues. The VP of Membership shall maintain the roll of all members.
- (b) When a membership application has been completed and membership dues have been paid; members shall have the right to hold office as duly elected, to attend all meetings and to elect the executive board.
- (c) Every parent or guardian of any youth participating in Encinal High School athletics is strongly encouraged to:
 - (1) Attend all Booster's meetings and to participate in discussions properly before the Booster membership.
 - (2) Support the Boosters in its financial responsibilities by making voluntary donations.
 - (3) Participate in Booster activities designed to support Encinal High School Athletics.
- (d) No Member shall have any right or interest in the property of the Boosters.

SECTION 3

Suspension or Termination. Members may be terminated by resignation or action of the Board of Directors by a two-thirds vote of those present at any duly constituted Board meeting. The Board shall have the authority to discipline, suspend, or terminate the membership of any Member, when the conduct of such person is considered detrimental to the best interests and objectives of the Boosters. The Member shall be notified of such meeting, informed of the general nature of the reasons, and given an opportunity to appear at the meeting to show evidence that the reasons are not correct or true.

ARTICLE V - GENERAL MEMBERSHIP MEETING

SECTION 1

General Membership Meeting. A General Membership Meeting is any meeting of the membership of the Boosters, including Special General Membership Meetings. There shall be at least one General Membership Meeting.

SECTION 2

Notice of Meeting. Notice of the General Membership Meeting, shall be posted electronically at least seven days in advance of the meeting. Such notice shall include the place, date, time and purpose of the meeting. The Board of Directors may invite and admit guests for presentations or comments during such meetings. There is no quorum required in order to convene a duly constituted General Membership Meeting.

SECTION 3

Voting. Regular members in good standing may bring new business before the board. Only elected Board Members shall have the right to make motions at the General Membership or Board Meetings. Each board member is allowed to cast only one vote and a simple majority of all board members is required to approve a motion. Votes may be held electronically via email.

SECTION 4

Annual Meeting of the Members. The annual Meeting of the Members shall be held at the June meeting each year for the purpose of electing the Board of Directors, receiving reports, reviewing these By-Laws, and for the transaction of such business as may properly come before the meeting.

- (a) The Membership shall receive at the Annual Meeting a report by the President, or his/ her designate, the content of which should include:
- (1) The condition of the Boosters,
 - (2) A general summary of funds received and expended by the Boosters for the previous year, the amount of funds currently in possession of the Boosters and the name of the financial institution in which such funds are maintained.
 - (3) The whole amount of real and personal property owned by the Boosters, and where located.
- (b) The Membership shall have the right to vote for each position to be filled on the Board of Directors.
- (c) The Board of Directors shall assume the performance of its duties immediately following the elections.
- (d) The Board's term of office shall continue until its successors are elected and qualified under this section.

SECTION 5

Special General Membership Meeting. Special General Membership Meetings may be called by a majority of the Board of Directors, or by the President. Upon written request of ten Members, the President shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted. The request must be served on both the President and the Secretary. The Secretary shall be responsible for notifying all Members of the date, time and place of the meeting within five (5) days of receipt of the request. The President or the Secretary shall hold such meeting no later than fourteen (14) days after the receipt of the request

SECTION 6

Board Meeting. Board Meetings shall be held at minimum annually (preferably Monthly). Membership shall be invited to attend and participate in discussions of Boosters agenda. The Board of Directors shall vote on any motions presented.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Eligibility. Member in good standing and parent of child attending Encinal High or Junior Jets.

Authority. The Board of Directors shall be the governing body of the Boosters and shall be charged with the full responsibility for the conduct of all phases of the program and shall be empowered to take all action necessary to discharge this responsibility subject only to the limitations contained in the Articles of Incorporation or By-Laws.

Officers of the Board of Directors. The following shall be the Officers and voting members of the Board of Directors:

- 1) President
- 2) Vice President – Business/Operations
- 3) Vice President – Events
- 4) Vice President – Marketing
- 5) Vice President – Membership
- 6) Treasurer
- 7) Secretary

Non-elected, non-voting, advisory and sub-chair members

- 1) Athletic Director
- 2) Principal
- 3) Vice Principal
- 4) Auditor
- 5) Parliamentarian
- 6) Historian
- 7) Student Representatives
- 8) Team Representatives
- 9) Fundraising Committee chairs, co-chairs
- 10) Inventory Management
- 11) Crab Feed co-chairs (possibly multiple – ie, CI/CO, Acquisitions, Kitchen, etc)

SECTION 2

Term of Office. The voting members of the Board of Directors shall be elected by the Members at the Annual Meeting for a term of one (1) year and will be eligible for reelection annually. No Officer shall be eligible to hold the same office for more than 2 consecutive terms or to hold more than one elected or appointed officer position. Incoming officers shall assume office following the June election and shall enter into the performance of their duties and shall continue in office until their successor has assumed office. A nominating committee will be appointed by the President each April to place names of individuals on the slate of nominees for the Annual Meeting. No more than one member of an immediate family may serve as a voting member of the Board of Directors at the same time.

SECTION 3

Attendance at Meetings. All Board Members are required to attend all duly notified meetings. Members may only be excused from attendance by the President. Two consecutive unexcused absences or any three unexcused absences during the year may result in removal from the Board of Directors.

SECTION 4

Vacancies. In the event that a position becomes vacant during the year, the Board shall appoint a replacement.

SECTION 5

Special Board Meetings, Notice and Quorum. Special meetings of the Board shall be held at the discretion of the President or the Board of Directors and on such days as shall be determined by the Board.

- (a) The President, or any three voting Board Members may issue a call for a **Special Board Meeting**. Notice shall be not less than forty-eight hours in advance of such Special Meeting. Notice shall include the purpose of the meeting, no other matters not so noticed may be acted upon at the meeting, and Robert's Rules will be followed.
- (b) **Notice of each Special Board meeting** shall be given by the Secretary personally, electronically, or by mail to each Director at least 48 hours before the time of the meeting.
- (c) A majority of the elected Board Members shall constitute a quorum for the transaction of business.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1 – JOB DESCRIPTIONS

Appointments. The President or the Board may appoint such other officers as he/she may deem necessary and may prescribe the duties of each. The President or the Board shall have the power to appoint such committees as they deem necessary, and to delegate such powers to them as is advisable and proper under these By-Laws. The Board shall have the power, by two-thirds vote of those present at a duly constituted meeting, to discipline, suspend, or remove any Director or Officer, or Committee member in accordance with the procedure set forth in Article IV, Section 3.

SECTION 2

President. The President shall:

- (a) Preside and set agenda for Board and Membership meetings. Conduct the affairs of the Boosters and execute the policies established by the Board.
- (b) Communicate to the Board such matters as deemed necessary and make suggestions that promote the welfare and achieve the objectives of the Boosters.
- (c) Act on behalf of the Board, with their approval on matters of contracts, leases, and purchases in the name of the Boosters.
- (d) Present a report of the condition of the Boosters at the Annual Meeting.
- (e) Be responsible for all other communications of Booster actions as requested by the Board.

Vice President – Business/Operations. This Vice President shall:

- (a) Perform any duties as requested by the President
- (b) Preside at meetings in the absence of the President
- (c) Oversee Treasurer, membership, audit, business items such as insurance, non-profit status, contracts and financial tracking of fundraising efforts.
- (d) Be responsible for Booster events or inventory rental, oversee Snack Shack, including calendar and team sign up or rental, food purchasing, snack shack operations and reconciliation.

Vice President – Events. The Vice President shall:

- (a) Perform any duties as requested by the President
- (b) Preside at meetings in the absence of the President
- (c) Oversee fundraising activities and events, such as Crab Feed, Athletic Banquet, including Scholarships / awards.

Vice President – Marketing. This Vice President shall:

- (a) Perform any duties as requested by the President
- (b) Preside at meetings in the absence of the President
- (c) Work with Secretary and school on all marketing/ public communications including mail chimp and schoolloop email, social and press media as well as website management merchandise and graphics.

Vice President – Membership. The Vice President shall:

- (a) Perform any duties as requested by the President
- (b) Preside at meetings in the absence of the President
- (c) Be responsible for recording and maintaining membership records
- (d) Perform duties such as answering membership & dues questions, retain and increase membership, create and update Boosters introduction letter for beginning of school year packets and forms/online membership information.

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Boosters and maintain appropriate files, Board list, minutes, and mailing lists.
- (b) Monitor email inbox and respond to general correspondence. Direct specific email to other Board members of emails where applicable.
- (c) Give required notice of all meetings of the Boosters
- (d) Make reservations/pull permits for meeting locations
- (e) Distribute minutes of the meetings within seven (7) days of past meeting.
- (f) Conduct all correspondence not specifically delegated in connection with said meetings and is responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify members of their election or appointments.

Treasurer. The Treasurer shall:

- (a) Perform all duties as are herein set forth, and such duties as are incident to the office of Treasurer
- (b) Keep records for the receipt and disbursement of all monies of the Boosters, approve all payments from allotted funds, and work with Board to prepare year end audit which should be completed in July by an external auditor.
- (c) Ensure all financial reporting (State and Federal) are submitted including income taxes, charitable trust registry, insurance, etc.
- (d) Financial tracking of fundraising efforts.
- (e) Cannot be a currently elected or appointed Board member or currently in an advisory position. Cannot be related by blood or marriage or reside in the same household as financial officers (treasurer) or any authorized signer of checks.

SECTION 3 – Non-voting Board positions

Student Representatives (up to 2) shall

- (a) Attend regularly scheduled Board meetings
- (b) Represent fairly the students of Encinal High School for which they have been elected to this body
- (c) Communicate back to the student body the actions of the Boosters.

Team Representatives (up to 2 each)

- (a) Attend regularly scheduled Board meetings
- (b) Represent fairly the sport for which they have been elected
- (c) Communicate back to that sport's management (coach) about the actions of the Boosters.
- (d) Assist sport's management (coach) with collections of Membership dues.

ARTICLE VIII - FINANCIAL AND ACCOUNTING

SECTION 1

Auditor shall:

- (a) Be responsible for performing an annual audit
- (b) Respond in a timely manner to all Board inquiries and notifying President and Treasurer of such inquiries
- (c) Cannot be a currently elected or appointed Board member or currently in an advisory position. Cannot be related by blood or marriage or reside in the same household as financial officers (treasurer) or any authorized signer of checks.

SECTION 3

Compensation. No Director, Officer, or Member shall receive, directly or indirectly, compensation from the Boosters.

SECTION 4

Fiscal Year. The fiscal year of the Boosters shall begin on July 1 and end on June 30.

SECTION 5

Budget. The Board of Directors shall adopt an annual budget of income and expenses under the direction of the President and the Treasurer. The Board shall make the budget available to Members at the Membership meeting.

SECTION 6

Expenditures. Chairperson(s) shall provide individual sub-committee budgets, for inclusion into Master Committed Budget for Board approval prior to expenditures. Expenditures within the Master Committed Budget may be authorized upon approval of the budget. Any expense outside of approved sub-committee budget categories must be voted and approved by a majority vote of the Board of Directors prior to expenditures.

SECTION 7

Distribution of Property upon Dissolution. Upon dissolution of the Boosters and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Boosters to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of these By-Laws, which are, or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII - NON-DISCRIMINATION

It is the policy of the Boosters that all the parties involved in the operation of the Boosters will provide an operational environment that is free of all forms of discrimination.

ARTICLE XIII - CONFLICT OF INTEREST

Members of the Board and Committee Members shall not engage in any activity which gives rise to, or could give rise to, an appearance or claim of self-dealing loyalty or conflict of interest by reason of such person's position with the Boosters. In the event that such person has reason to believe his or her activities or anticipated activities could give rise to any such claim, he or she shall have a duty to disclose such activities or anticipated activities to the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

The Boosters shall indemnify and hold harmless every Director, Officer, and Member of the Boosters to the fullest extent allowed under California Corporations Code Section 7237, or as otherwise allowed by law at the time of indemnification.

ARTICLE XV - AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any duly constituted meeting of the Members, providing notice of the proposed change is included in the notice of such meeting.

These By-Laws were approved by the Board on _____

President's Name: _____

President's Signature: _____