

Amended and Restated
By - Laws
of
Gaither High School
Athletic Booster Club, Inc.

ARTICLE I NAME

This organization shall be known as the *Gaither High School Athletic Booster Club, Inc.*, hereinafter referred to as "The Club."

ARTICLE II OBJECTIVE

The objective of The Club shall be to develop programs and projects which are conducive to the betterment of all Gaither High School athletes and athletic programs. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, The Club shall operate exclusively as a non-profit educational organization, and as such, no individual member shall profit from the net earnings. The Club shall be non-political and non-sectarian and shall undertake no project until it has been submitted to, and approved by, the Gaither High School administrative body. Such projects, when completed, shall be turned over to the school for operation and supervision. The Club shall not in any manner endeavor to dictate to the school faculty, nor to the athletic staff, the use of such turned over projects or facilities.

ARTICLE III MEMBERSHIP

Section 1 Eligibility:

Any person interested in active participation to affect the objectives of The Club may become a Member as follows:

Section 2 Regular Membership:

Any person actively interested in furthering the objectives of The Club may become a Regular Member by paying the annual membership fee and adhering to the by-laws of The Club.

(a) Family Membership – includes two Regular Memberships.

(b) Single Parent Membership – includes one Regular Membership.

Section 3 Posse Club Membership:

Denotes a Regular Family Membership that has met the Posse Club dues requirements. A Posse Club Membership will include: two Regular Memberships and will receive free parking at all home athletic events for the membership year.

Section 4 Marshall Club Membership:

Denotes a Regular Family Membership that has met the Marshall Club dues requirements. A Marshall Club Membership shall include: two Regular Memberships and free parking at all home athletic events for lifetime. The Club will also recognize those joining as Marshall Club Members by listing them as Marshall Club Members on a plaque in Gaither High School.

Section 5 Honorary Membership:

At the discretion of the Board of Directors, individuals can be given Honorary Membership in The Club. This membership is non-voting and is in effect for only the current school year.

Section 6 Member:

As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

Section 7 Membership Role:

The Membership Director shall maintain the membership role to qualify voting members.

Section 8 Office Qualifications:

All officers, board members, committee members, and other elected or appointed officials must be active Regular Members before said election or appointment.

Section 9 Responsibilities: Members qualified to vote shall elect Officers to the Board of Directors to manage the affairs of The Club. Elections shall be held at the annual meeting. The elected Officers shall serve a term of one year commencing immediately upon their election. Members will support Gaither High School's athletic teams through fund raising activities, attendance at games, and other functions voted upon and approved by the Board.

Section 10 Suspension or Termination: Membership may be terminated by resignation or action of the Board of Directors. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend, or terminate the membership of any Member when the conduct of such Member is considered detrimental to the best interests of The Club or Gaither High School.

ARTICLE IV DUES

Section 1 Dues Period:
The dues shall be annual and shall coincide with the school year.

Section 2 Memberships:
The dues shall be established by the Board of Directors each year at the first scheduled meeting following their election and shall take effect at the beginning of each school year.

ARTICLE V MEETINGS OF MEMBERS

Section 1 Annual Meeting:
The annual meeting of the Members of The Club shall be held in April each year for the purpose of electing the new Officers of the Board of Directors, receiving the Treasurer's and Membership reports, and the transaction of such business as may properly come before the Membership.

Section 2 Special Meetings:
(a) Special meetings of the Membership may be called by the Board of Directors at their discretion.
(b) Upon the written request of ten (10) Members, the President shall call a special meeting of the Membership to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Membership.

Section 3 Notice of Meeting:
Notice of each meeting of the Membership shall be mailed or otherwise communicated to each Member at the last recorded address or email address at least ten (10) days in advance thereof setting forth the place, time, and purpose of the meeting, or in lieu thereof, notice shall be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

Section 4 Quorum:
Ten (10) Members and the Principal or his/her designate shall constitute a quorum at any annual or special meeting of the Membership.

Section 5 Voting:
Only Regular Members shall be entitled to vote at any annual or special meeting of the Membership of The Club.

Section 6 Rules of Order

Roberts' Rules of Order shall govern the proceedings of all meetings of The Club.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Membership on the Board:

The management of the property and affairs of The Club shall be vested in the Board of Directors. The Board of Directors shall consist of elected officers, appointed officers, team liaisons, and board members at large. The number of Directors shall be no less than ten (10) nor more than twenty-five (25), including officers. The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified. Membership on the Board of Directors will be restricted from all persons in a coaching capacity at Gaither High School; this policy prevents potential conflicts of interest. However, persons in a coaching capacity wishing to serve on the Board may do so as a (non-voting) Ex Officio member, also subject to the below provisions.

Section 2 Nomination of Elected Officers:

The Elected Officers of the Board shall be President, Vice President, Secretary, and Treasurer. Nomination of Elected Officers shall follow specific nomination guidelines. The Nominations Committee will solicit from the Regular Membership nominations for the Elected Officers. All nominations will be reviewed by the Nominations Committee and presented to the Board. The Nominations Committee has the responsibility of placing in nomination only those candidates that have exhibited a willingness to contribute towards the betterment of athletics at Gaither High School. Ex Officio members may not be considered for office, however. The slate of candidates affirmed by the Board will be presented to the Regular Membership for vote at the annual meeting.

Section 3 Annual Elections and Term of Office:

The election of Board Officers shall be conducted by written ballot containing each of the elected positions and the corresponding names of the individuals who have been nominated for those positions. The individual receiving a simple majority of the vote of the Regular Members voting at the annual meeting shall fill the position. All Elected Officers will hold their office for one full year starting immediately upon election.

Section 4 Appointed Officers and Team Liaisons: Immediately following their election, the Elected Officers shall appoint the following officers: Membership Coordinator, Banquet Coordinator, Marquee Coordinator, and such other officers deemed necessary by the Board. Team Liaisons shall become members of the Board when nominated by their team's head coach and approved by the Board.

Section 5 Vacancies:

If any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

Section 6 Meetings, Notice, and Quorum:

Regular meetings of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or the Secretary may, whenever any of them deems it advisable, and the Secretary shall, at the request in writing of five (5) Directors, issue a call for a special meeting of the Board. Notice of such meeting shall be given by the Secretary to each Director either by mail at least three (3) days before the time appointed for the meeting to the last recorded address of each Director, or by electronic mail, telephone, or personal notice twenty-four (24) hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and any matters not so stated may not be acted upon at the meeting.

Five (5) members of the Board of Directors and the Principal or his/her designate shall constitute a quorum for the transaction of business.

Section 7 Duties and Powers:

The Board of Directors shall have the power to appoint such standing and ad hoc committees as it shall determine necessary and to delegate such powers as the Board shall deem advisable and which it may properly delegate. [These Committees shall be comprised of at least three (3) Members in good standing of the Gaither High School Athletic Booster Club, Inc.]

The Board may adopt such rules and regulations for the conduct of its meetings and the management of The Club as it may deem proper.

The Board shall receive at the annual meeting of the Members of The Club, a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by The Club, where located, where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which applications, appropriations, or expenditures have been made; and the names of the persons who have been admitted to membership in The Club during the year, which report shall be filed with the records of The Club. A copy of such report shall be forwarded to the GHS Administration.

Section 8 Suspension or Termination:

- (a) Board members shall forfeit their voting rights after three (3) absences from regularly scheduled board meetings during their one-year term. They can regain their rights by petitioning the board and receiving a two-thirds vote of those present at the board meeting.
- (b) Board members whose voting rights have been forfeited pursuant to Article VI, Section 8 (a) may lose their right to be a board member. By a two-thirds vote of those present at any duly constituted meeting, that member may be removed from his or her post. Any such vacancies will then be filled in accordance with Article VI, Section 5.
- (c) An Executive Committee Member who misses three (3) meetings per year shall automatically be replaced on the Executive Committee. However, said officer may remain a member of the Board and petition to have his or her voting rights restored as provided in Article VI, Section 8(a).

ARTICLE VII OTHER COMMITTEES

Section 1 Nominating Committee:

The Board of Directors will appoint a Nominating Committee consisting of three (3) Directors and the outgoing President. This committee is responsible for interviewing and placing into nomination before the current Board of Directors a proposed slate of Officers for the upcoming year. The Board shall affirm the slate prior to presentation to the Regular members at the annual meeting.

Section 2 Budget Committee:

The Board of Directors will appoint a Budget Committee consisting of five (5) members including the President and Treasurer. The Committee shall be responsible for preparing an annual budget for submittal and adoption by the Board at its March meeting.

Section 3 Ways and Means Committee:

The Board of Directors will appoint a Ways and Means Committee consisting of five (5) members. The Vice-President shall be a member of this committee. The Committee shall investigate ways and means of financing the Club.

Section 4 Scholarship:

The Board of Directors will appoint a Scholarship Committee consisting of three (3) members, none of whom shall be a parent of a Senior student. The Committee shall be responsible for the implementation and execution of the Booster Club Annual Scholarships for male and female athletes. This Committee should work in conjunction with Guidance Counselor in charge of scholarships.

Section 5 Executive Committee:

The Elected Officers of the Board shall constitute the Executive Committee. The Executive Committee may meet and take action when it is not practicable for the full Board to convene for a meeting. Any actions taken by the Executive Committee must be ratified by the Board at its next meeting.

ARTICLE VIII OFFICERS, DUTIES AND POWERS

Section 1 Officers:

The Officers of The Club shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall hold office for a term of one year following their election, or until their successors are duly elected.

The Board of Directors may appoint such other Officers as it deems necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

(a) President:

The President shall:

1. Preside at all meetings of the Regular Membership and the Board of Directors.
2. Conduct the affairs of The Club and execute the policies established by the Board of Directors.
3. Present a report of the condition of The Club at the annual meeting.
4. Communicate to the Board of Directors such matters as deemed appropriate and make suggestions as may tend to promote the welfare of The Club.
5. Designate, in writing, any other officers to have the power to make and execute for and in the name of The Club, such contracts and leases as may be received with prior approval of the Board.
6. Investigate complaints, irregularities and conditions detrimental to The Club and report thereon to the Board as circumstances warrant.
7. Prepare and submit an annual budget to the Board and be responsible for the proper execution thereof.
8. Appoint committee members and chairpersons.
9. Serve as a member of the Nominating Committee.

(b) Vice President:

The Vice President shall:

1. In case of the absence or disability of the President, and provided she/he is authorized by the President or Board to so act, perform the duties of the President, and when so acting, shall have all the powers of that office.
2. Act as a member of the Concession Committee. She/he shall be an ex-officio member of all committees where funds are being generated.
3. Assume responsibility for special projects assigned by the Board. She/he shall act as a member of the Building and Special Projects Committee (Construction).
4. Have such other duties as from time to time may be assigned by the Board or by the President.
5. Preside over meetings in the absence of the President.
6. Identify and recruit prospective Regular and Board Members.

(c) Secretary

The Secretary shall:

1. Be responsible for recording the activities of The Club and maintain appropriate files, mailing lists, and necessary records.

2. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board.
3. Give notice of all meetings of The Club.
4. Keep the minutes of the meetings and cause them to be recorded in a book kept for that purpose.
5. Conduct all correspondence not otherwise specifically delegated in connection with such meetings.

(d) Treasurer:

The Treasurer shall:

1. Receive all monies and securities and deposit same in a depository approved by the Board.
2. Keep records for the receipt and disbursement of all monies and securities of The Club, and approve all payments from allotted funds and draw checks therefore.
3. Prepare an annual budget, with the President, for review by the Board and for presentation at the annual meeting.
4. Present standard written financial reports to the Board on a monthly basis.
5. Perform such duties as are herein specifically set forth and other such duties as are customarily incident to the Office of Treasurer or may be assigned by the Board.

ARTICLE IX FINANCIAL AND ACCOUNTING

Section 1. Financial Direction:

The Board of Directors shall decide all matters pertaining to the finance of The Club and it shall place all income in a common treasury, **[directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.]**

Section 2. Contribution of Funds:

The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of The Club, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of The Club.

Section 3. Solicitation of Funds:

The Board shall not permit the solicitation of funds in the name of The Club unless all of the funds so raised are placed in The Club's treasury.

Section 4. Compensation and/or Emoluments:

No Officer, Director, or member of The Club shall receive, directly or indirectly, any salary, compensation, or other emoluments from The Club for services rendered as such.

Section 5. Monies:

All monies received shall be deposited to the credit of The Club in a bank approved by the Board, and all disbursement shall be made by check. All checks shall be signed by the Treasurer and such other officer, officers, or persons as the Board shall determine.

Section 6. Fiscal Year:

The fiscal year of The Club shall begin on the first day of July and shall end on the last day of June of the following year.

Section 7. Distribution of Property upon Dissolution:

Upon dissolution of The Club and after all outstanding debts and claims have been satisfied, the members shall distribute the property of The Club to Gaither High School.

Section 8 Capital Expenditure Items:

Approved and committed capital expenditure items must be paid before other budget items are paid.

Section 9 Non-Budgeted Expenditures:

Non-budgeted expenditures, capital projects, etc. over \$200 are allowed only after a Board vote to refer to a Budget Committee meeting then a recommendation back to Board for consideration and vote at a subsequent Board meeting. *(This Amendment was approved at the Club's general (annual) meeting in April of 2010).*

ARTICLE X AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at a general meeting of the Regular Membership provided notice of the proposed change is included in the notice of such meeting. Recommended changes shall be approved by the Board prior to the general meeting, and shall become effective immediately pending approval at the general meeting.

ARTICLE XI INDEMNIFICATION

The Club shall indemnify any member of former member of the Board of Directors to the fullest extent permitted by law as is currently in effect or as is hereafter enacted.

AS AMENDED:

Presented to Board of Directors: September 1, 1993
Approved by Board of Directors: September 1, 1993
Approved by General Membership: April 6, 1994

Presented to Board of Directors: March 27, 1996
Approved by Board of Directors: March 27, 1996
Approved by General Membership: April 3, 1996

Presented to Board of Directors: October 13, 2008
Approved by Board of Directors: October 13, 2008
Approved by General Membership: November 10, 2008

Article IX Section 9 Amendment:

Presented to Board of Directors: December 14, 2009
Approved by Board of Directors: January 11, 2010
Approved by General Membership: April 12, 2010

CONCESSION STAND POLICIES

1. All concession stand workers (board members included) are entitled to free drinks for themselves--not for their children or spouses who come to order items.
2. Because of insurance regulations and liabilities, no children under the age of 15 shall be allowed in the concession stand.
3. The GHSABC concession stand may be made available for team and club use when not needed by The Club. There will be a required deposit of \$100.00 to be returned only when the concession stand is left in a clean and usable condition. In order to be released from all liabilities while being operated by a group other than The Club, a \$10.00 lease fee shall be charged and a "hold-harmless" form shall be signed.

4. If student clubs, groups, or teams are used to man the concession stand, then an equal number of parents need to be present for supervision.

GENERAL POLICIES

1. March shall be designated as *Budget Month* with the following schedule adhered to:
 - a. 1st Wednesday Regularly scheduled board meeting.
 - b. 2nd Wednesday Assistant Principal of Administration presents "Wish List" from coaches. Each coach has an invitation to be present and give an explanation of their wishes. Each coach may speak for 10 minutes maximum.
 - c. 3rd Wednesday Winter Sports Banquet.
 - d. 4th Wednesday Voting for Approved Budget Items.
2. Banquet Guests of the Athletic Booster Club shall include, in addition to the athletes being honored, Principal and spouse, Assistant Principal for Administration and spouse, ABC President and spouse, Coaches and spouse, and no more than 4 special guests per sport. The names of these Special Guests must be submitted to the Assistant Principal of Administration a week in advance and approved by him. The names are then to be given to the Banquet Committee in order that they are able to admit them free. At any Banquet, the Assistant Principal of Administration and/or the ABC President can add other special guests by following the same procedure.
3. Because of the nature of the items, the ABC shall refrain from purchasing items of apparel with budgeted money. Uniform items are provided by the county. Any team wishing to have a fund raiser to purchase practice clothes, or other items, shall be allowed. But because of the rules stating that all items purchased with ABC money shall belong to the ABC, clothing will not be purchased. It is too hard to monitor its use in order for it to be returned.

