

BY-LAWS

of the

Berkley Bears Football Boosters

Adopted _____

A NONPROFIT ORGANIZATION UNDER THE LAWS OF THE STATE OF MICHIGAN

ARTICLE I

TITLE

The name by which this Organization shall be known is:

Berkley Bears Football Boosters

ARTICLE II

OFFICE

The registered agent and registered office shall be located at the discretion of the acting President of the Organization.

ARTICLE III

PURPOSE

The purpose of the Organization is:

- (A) To organize and operate exclusively to conduct any and all permissible, nonprofit, charitable fundraising and activities as described in sections 501(c)(3) and 501 (j) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue Code) to provide support for the team and players of the Berkley (MI) High School Bears Football team within the bounds of these bylaws.
- (B) To promote citizenship, sportsmanship, fellowship, and physical development among the youth participating in the sport of high school football within the Berkley (MI) School District.
- (C) To sponsor and promote organized sports events for Berkley Bears Football teams.
- (D) To purchase athletic equipment and such other items as necessary to support, promote and grow of the sport of football within the Berkley (MI) School District.

ARTICLE IV

MEMBERSHIP

- (A) Any parent or legal guardian of a child who is participating or participated previously in the program of the Berkley Bears High School Football team, along with current season's football coaches all in good moral character and conduct, shall be eligible for membership in this organization.
- (B) Above persons will be allowed to be voting members and will be allowed to vote at the annual meeting if they have contributed (See Article IV(C), infra) to the organization within the current calendar year and given notice to the Secretary that they intend to be a voting member of the organization.
- (C) Members shall be expected to contribute to the organization. Contribution to the organization may be made through donation of funds, donation of items requested by the team through team liaisons or coaches (i.e. food, equipment, etc.), or donation time in volunteering at events promoted to support the organization (i.e. fundraising events, board participation/support, concessions, team dinners, etc.).

ARTICLE V

ANNUAL MEETING OF VOTING MEMBERS

- (A) The Annual Meeting of Voting Members shall be held between the dates of January 1st and December 31st, at such a time date and location as the Board of Directors may direct; and one purpose of said meeting will be to elect a President, Secretary, Treasurer, and Board of Directors.
- (B) Written notice of the date, location and time of the Annual Meeting of Voting Members shall be delivered to each Voting Member in good standing at least fifteen (15) days prior to the date of the Annual Meeting of Voting Members. Said notice will be delivered, either personally, by newsletter/public publication, mail, or email, by or at the direction of the President (or any other persons calling the meeting) to the address/email address as it appears within the records of the organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid.
- (C) The presence in person of not less than ten (10) Voting Members shall be necessary to constitute a quorum for the purpose of the transaction of business at any meeting of Voting Members, whether annual or special. The affirmative vote of a majority of those Voting Members present in person shall be required to carry any motion or resolution, unless otherwise set forth herein.
- (D) The order of business at the Annual Meeting of Voting Members shall be as follows:
 - 1. MEETING CALLED TO ORDER BY THE PRESIDENT
 - 2. READING BY SECRETARY OF THE MINUTES OF THE LAST MEETING
 - 3. REPORT OF OFFICERS
 - 4. ELECTION OF: PRESIDENT, SECRETARY, TREASURER, BOARD OF DIRECTORS (**SEE ARTICLE VII(A)(1), infra**)
 - 5. TRANSACTION OF OTHER BUSINESS
 - 6. MOTION FOR ADJOURNMENT

ARTICLE VI

SPECIAL MEETING OF VOTING MEMBERS

A Special Meeting of Voting Members shall be called at any time by the President, a majority of the Board of Directors or upon written petition of at least thirty-three percent (33%) of the Voting Members in good standing. Said meeting shall be called only upon notice given in accordance with the requirements stated in Article V(B).

ARTICLE VII

ELECTIONS

- (A) The President, Treasurer and Secretary and the Board of Directors shall be elected at the Annual Meeting of Voting Members. Together with the Vice President the President, Treasurer and Secretary will be known as the officers.
- (B) At a meeting of the Board of Directors, at least fifteen (15) days prior to the Annual Meeting of Voting Members, the Board of Directors shall place in nomination a slate of names of members in good standing to be considered for election, by the Voting Members, for the President, Treasurer, Secretary, and the Board of Directors for the ensuing year. However, the Board of Directors must have the consent of each nominee before his/her name shall be placed on the slate of nominees.
- (C) The slate of nominees to the offices of President, Treasurer, Secretary, and Board of Directors shall be delivered, either personally, by mail or by email, by or at the discretion of the Secretary at least ten (10) days prior to the Annual Meeting of Voting Members to each Voting Member in good standing. If mailed, said slate shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address, as it appears on the records of the Organization, with postage thereon prepaid.
- (D) The names of additional members in good standing may be placed on the slate for nomination for election to the offices of President, Treasurer, Secretary or to the Board of Directors for the ensuing year by any Voting Member until the Balloting has been officially closed by the President.

- (E) The Secretary shall cause the names of all the nominees to the offices of President, Treasurer, Secretary and to the Board of Directors to be placed on a printed ballot, which ballot, and only that ballot shall be available for the purpose of elections.
 - 1. Said Ballots shall be available only to Voting Members in good standing in attendance at the Annual Meeting of Voting Members.
 - 2. At the close of Balloting, the President shall appoint two (2) members in good standing to act as Judges of the election for the purpose of counting ballots. The Judges will inform the President of the results of the election. The President will then announce the results to the membership assembled.
 - 3. In case the casting of ballots results in an even number of votes for any position, the outcome shall be determined by lot.
- (F) The Vice President shall be appointed by the President at the time of the Annual Meeting.
- (G) Directors shall be elected by a majority of the Voting Members in good standing present at the Annual Meeting of Voting Members. The Directors shall be elected from members in good standing and must include at least following: Team liaison to the Junior Varsity Football Team and Team liaison to the Varsity Football Team. Additional director positions (i.e. fundraising, concessions, merchandising, community outreach, etc.) may be added to the board by unanimous vote of the current board at the nomination of the President or two other officers (Vice President, Treasurer, Secretary).
- (H) Should a director position be added during the year, that position will be filled by appointment by the president and shall be subject to election at the next Annual Meeting as described in Article VI(F).
- (I) In the event that the President resigns, the remaining board members will vote in a new President, who will hold that position until the next Annual Meeting of Voting Members.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS OF THE ORGANIZATION

- (A) The business, property and all affairs of the Organization shall be managed by the Board of Directors. The Board of Directors shall be comprised of no less than six (6) members in good standing. Prior to the first Annual Meeting and Elections, the positions of Varsity Football Liaison and JV Football Liaison, shall be filled by the appointment of the President and ratification by three-quarters (3/4) of the officers.
 - 1. Elected Board Officers are as follows: President, Treasurer, Secretary
 - 2. The Vice President is appointed by the President and is a Board Officer
 - 3. Additional Elected Directors are as follows: one Varsity Football Liaison, one JV Football Liaison and
 - 4. Such additional directors as created pursuant to Article VII(G).
- (B) The Board of Directors shall be elected at the Annual Meeting of Voting Members for a term of one (1) year or until their successors have been elected and qualified.
- (C) Vacancies on the Board of Directors shall be filled by appointment made by President and ratified by a majority of the Board of Directors. Such appointees shall remain a Director until they or their successors are elected and qualified at the next Annual Meeting of Voting Members.
- (D) The Board of Directors shall appoint committee officers or agents as the Board deems necessary for the purpose of proper business transactions of the Organization. Such committee officers shall serve at the pleasure of the Board of Directors, shall be entitled to attend board meetings, but shall not have a vote at such meeting, unless the committee officer/agent position shall be transitioned into a board position pursuant to Article VII(F). The President and Vice President shall be ex-officio members of all authorized committees.
- (E) The Board of Directors may, by an affirmative vote of three quarters (3/4) of those present at any regular or special meetings of the Board of Directors, remove from office any Board Director for cause, provided that at least fifteen (15) days written notice is given to each member of the Board of Directors that such a removal is to be placed on the agenda of such meeting.
- (F) In the event that the President resigns, the remaining board members will vote in the new President, and they will hold that position until the next Annual Meeting of Voting Members.
- (G) The Board of Directors shall have the power to remove from office any elected officer of the Organization, upon unanimous vote (except for the officer in question) of the Directors present, if it is in the best interest of the Organization. However, written notice that such a removal is to be placed on the agenda must be given to each member of the Board of Directors at least fifteen (15) days prior to such Board of Directors meeting.
- (H) No coach shall be eligible for an elected or appointed position on the current Board of Directors

ARTICLE IX

MEETINGS OF THE BOARD OF DIRECTORS

(A) A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the Annual Meeting of Voting Members. The Board of Directors may provide by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

1. The President shall preside over such meetings.

2. In the event that the President cannot be present at any such meeting, the Vice President, or any other Director designated by the President, shall preside over the meeting.

- (B) The Board of Directors shall have regular meetings at least once per month off season and a minimum of twice a month during the season for the purpose of conducting business of the organization and other planning activities that may come up from time to time as it pertains to the sport of football.
- (C) The Board of Directors shall be empowered to eject anyone from any meeting for any cause, if it is in the best interest of the Organization, by a majority vote of those Directors and Voting Members present.
- (D) The presence in person of a majority of special or regular. The affirmative vote of a majority of the Board of Directors attending in person shall be required to carry any motion or resolution.
- (E) Any Board member that does not attend a meeting of the Board of Directors and does not provide a written objection to be placed in the minutes by the Secretary will be assumed to have ratified any and all actions, motions, or resolutions that have been ratified by the Board of Directors at any regular meeting of the Board of Directors
- (F) The President shall be allowed to call for a vote by the Board of Directors on any emergent matter via electronic communication in which the President shall present to matter by email or text to all members of the board and the reason that the matter could not be addressed at the next regular meeting of the Board. Upon motion and second, the matter shall be discussed by electronic means for a time deemed reasonable by the President, who shall then call for a vote. The result of any such electronic vote shall be recorded by the Secretary and placed in the minutes of the next regular meeting of the Board.

ARTICLE X

SPECIAL IN PERSON MEETINGS OF THE BOARD OF DIRECTORS

A special in person meeting of the Board of Directors may be called by the President, Vice President, or at least three (3) members of the Board of Directors upon written or verbal notice to each Director stating the time, place, and purpose of such meeting. Notice must be given at least two (2) days prior to the date established for the special meeting unless said notice is waived in writing and delivered to either, the President, the Vice President, or the Secretary.

ARTICLE XI

OFFICERS

The officers of this Organization shall consist of the President, Treasurer, and Secretary elected by the Voting Members in good standing at the Annual Meeting of Voting Members. The Vice President is appointed by the President. In the event that no qualified Treasurer can be selected from the membership, the Board of Directors is empowered to select a qualified Treasurer from an alternate source upon a majority vote.

- (A) **PRESIDENT:** The President shall be the chief executive officer of the Organization and shall preside over all meetings of the Board of Directors and Voting Members. The President shall have general supervision over all business activities of the Organization and shall be responsible for the effectuation of all policies stated by the Board of Directors and all orders and resolutions pursuant thereto. The President shall have no vote on any action or resolution except in the event of a tie, then the President shall have the deciding vote.
- (B) **VICE PRESIDENT:** the Vice President shall perform the duties of the President in the absence of the President. The Vice President shall also perform any duties assigned to him/her by the President or by the Board of Directors.
- (C) **TREASURER:** The Treasurer shall be the chairperson of the finance committee and shall be responsible for the proper maintenance of all financial records of the Organization. The Treasurer shall be responsible for all corporate funds and shall keep full and accurate account of all monetary transactions, financial records, receipts and disbursements of the Organization are deposited in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Organization as authorized by the Board of Directors, taking proper vouchers for the same and shall render them to the Board of Directors at the regular meetings,

and whenever requested to do so by any of the officers of the Organization. The Treasurer shall keep full and accurate account of the financial condition of the Organization at all times and shall make that information available to the Board of Directors on demand at any meeting of the Board of Directors. The treasurer shall be responsible for effectuating the preparation and filing of any required tax forms. Upon ratification of the majority of the board, the Treasurer shall be empowered to engage a qualified, outside professional to prepare and submit such forms.

- (D) SECRETARY: The Secretary shall preserve in the books of the Organization the true and accurate minutes of the proceedings of all the Board of Directors meetings and of the Annual Meeting of Voting Members. The Secretary shall maintain a complete roster of all members in good standing, together with such telephone numbers, addresses and email addresses as they appear on the registration, and will keep full and accurate records of the roster of football players participating in any given season. The Secretary shall in perform all duties incident to the office of Secretary and such other duties assigned to him/her by the President or by the Board of Directors. In the event that the Secretary cannot attend any regular or special meeting of the Board of Directors, or any annual or special meetings of the Voting Members, the minutes of such meetings shall be maintained by any member in good standing designated by the Secretary or the Board of Directors. However, if such designated member is not a Director, then that person shall not have a vote on any business conducted by the Board of Directors.
- (E) ADDITIONAL DIRECTORS OF THE BOARD:
- (1) Additional Directors of the Board is as follows with the duties and privileges stated:
 - (a) JV AND VARSITY TEAM LIASONS: The Team Liaisons bridge the gap between the football players/parents and the Board of Directors. They maintain current rosters and inform the Secretary as well as the Board of Directors of any changes in roster information including names, addresses, phone numbers, email addresses, uniforms, and equipment assigned to each participant. The Team Representatives relay information between the Board of Directors and the children or the parents. Team Representatives shall have a vote on the Board Directors.
 - (b) OTHER DIRECTORS: Other directors created pursuant to Article VII(F) shall be assigned the duties and responsibilities and limitations as designated by the Board of Directors and recorded in the minutes of the meeting at which the position is created. Unless specifically limited from having a vote by the express terms of the position when it is created, Other Directors created pursuant to Article VII(F) shall have a vote on the Board of Directors.

ARTICLE XII

REMUNERATION

No Director, Officer, or Member shall receive remuneration, monetary or otherwise, for services rendered to the Organization.

ARTICLE XIII

EXECUTION OF INSTRUMENTS

- (A) ORDERS TO PAY: All checks, drafts, money orders and all other orders to pay shall be signed by the President or Treasurer in the name of the Organization. At least two (2) officers' signatures will be required on all monetary transactions.
- (B) INSTRUMENTS: Any contract, conveyance or other instrument authorized by the Board of Directors may be executed by the President, Vice President, or the Secretary, in the name of the Organization, unless the Board of Directors shall specifically designate other officers to execute an instrument on of the Organization.

ARTICLE XIV

FISCAL YEAR

The fiscal year shall commence on August 1, and end on July 31.

ARTICLE XV

AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by two-third (2/3) vote of Board of Directors or by three-fourths (3/4) vote of the Voting Members in good standing at any annual, regular, or special meeting. Proposal to Amend the By-Laws by the Board of Directors requires support of a minimum of two (2) Officers or no less than three (3) elected members of the Board of Directors then in office. Proposal to Amend the By-Laws by the Voting Members in good standing requires support of a minimum of ten (10) Voting Members in good standing.

ARTICLE XVI

DISSOLUTION OF THE ORGANIZATION

In the event of the dissolution of the Organization, all assets owned by the Organization, whether real, personal, tangible, intangible, or of whatever nature, shall be distributed to the Athletic Director of Berkley High School to be used for the Football program.