

**WAUKESHA NORTH HIGH SCHOOL BOOSTER CLUB, INC.**

**BYLAWS**

ARTICLE I: OFFICES, PURPOSE AND POWERS

**I.1 Name and Office**

The name of this corporation shall be the **Waukesha North High School Booster Club, Inc.**, and its location and principal office shall be at Waukesha North High School in the City of Waukesha, County of Waukesha, State of Wisconsin from time determined by the Steering Committee.

**I.2 Purpose and Powers**

The purpose and objective of this club shall be to provide an organization to support and assist Waukesha North High School athletic programs.

**I.3 Tax Exemption**

- (a) The club is organized and shall be operated exclusively for educational purposes which qualify it as an organization described in 501(c)(3) and exempt from taxation under '501 (a) of the Internal Revenue Service Code as now in force or hereinafter amended. It is authorized to accept, hold, administer, invest and disburse for educational purposes such funds as may from time to time be given to it by any person, persons or corporations; to receive subscriptions and donations of real and personal property to be applied for the purposes of the club and to make financial and other types of contributions and assistance to educational organizations which are described in 50 1 (c)(3) and exempt from taxation under 501 ( a) of the Internal Revenue Service Code, as now in force or hereafter amended, and in general, to do all things that may be necessary and useful in accomplishing the proposes hereinafter set out. All income of the club for each taxable year (for Federal income tax purposes) shall be distributed at such time and in such a manner so as not to subject the club to Federal income tax under section 4942 of the Internal Revenue Service Code of 1954, as amended; and the club created hereby shall not engage in any act of self-dealing (as defined in section 4941 (d) of the Internal Revenue Service Code of 1954, as amended); retain any excess business holding as defined in 4943(c) of the Internal Revenue Service Code of 1954, as amended; make any investments in such manner as to subject the club to tax: under 4944 of the Internal Revenue Service Code of 1954, as amended; or make any taxable expenditures as defined in 4945(d) of the Internal Revenue Service Code of 1954, as amended.

All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private shareholder or individual and no substantial part of this club's activities, or of any organization to which it may contribute, shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participating in or intervening in or influencing any political campaign on behalf of or in opposition to any candidate for public office, and shall engage in no activities which characterize it as an "action" organization, or any other activity which would disqualify it from exemption from taxation under 501(a) of the Internal Revenue Service Code or other applicable Federal, State, or local law Of regulation now or hereafter enacted and none of the club's activities shall be for the primary purpose of carrying on an unrelated trade or business, as defined in 513 of the Internal Revenue Service Code.

- (b) In the event of dissolution, all of the remaining assets of the club shall be distributed only for educational purposes in conformity with 501(c)(3) of the Internal Revenue Service Code as it now exists or is hereafter enacted or amended.

## **ARTICLE II: MEMBERSHIP**

### **II.1 Membership Classes**

The club will accept any individual, age 18 or older as a member upon payment of yearly dues.

### **II.2 Termination and Resignation**

#### **II.2.1 Termination of Membership**

The Board of Directors by affirmative vote of 2/3rds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing.

#### **II.2.2 Reinstatement**

Upon written request signed by a terminated member and filed with the Secretary, the Board of Directors may, by the affirmative vote of 2/3rds of the members of the Board, reinstate such former member to membership upon such terms, as the Board of Directors may deem appropriate.

### II.2.3 Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any assessments or other charges theretofore accrued and unpaid.

### II.2.4 Transfer of Membership

Membership in the Club is neither transferable nor assignable.

### II.2.5 Membership Duties

The powers and duties of the members, in fulfilling the foregoing purposes and objectives of the Club shall include, but not be limited to the following:

- a) The election of officers in accord with the procedures of these Bylaws.
- b) The enlargement of the number of officers of the Club.
- c) The amending of the Articles of Incorporation or Bylaws of the Club pursuant to the procedures of the Article VIII.
- d) Approval of any plan for the dissolution or merger or disposition of the total assets of the Club.
- e) The establishment of the overall philosophy of the Corporation.

## II.3 Membership Meetings

### II.3.1 Annual Meeting

The regular Annual meeting shall be held during the Monthly meeting scheduled for the month of May, at a time designated by the Board for the purpose of electing officers, receiving reports on the affairs of the Corporation, and transacting such other business as may properly come before the meeting.

### II.3.2 Monthly Meetings

Monthly meetings of the membership will be held from August through June. Each meeting will have a published agenda and minutes of each meeting will be documented. Items not specifically on the Agenda for the scheduled meeting may be discussed and decided upon at the discretion of a majority of the membership present at the meeting.

### II.3.3 Special Meetings

Special meetings of the membership for any purpose shall be called by the Secretary at the written request of at least ten percent (10%) of the members, or by a majority of the Board of Directors. At such meeting, only those matters stated in the notice of the meeting may be acted upon unless all members of the Board of Directors are present.

### II.3.4 Location

All meetings shall be held at a place conveniently in or close to the City of Waukesha as determined by those members or those directors calling the meeting.

### II.3.5 Quorum

Five (5) members or fifteen percent (15%) of the membership, whichever is less, shall constitute a quorum for all meetings, regular or special, for the transaction of all or any business.

### II.3.6 Voting

Each member shall be entitled to one vote at any members meeting in person. The methods of voting shall be determined by the Chair unless so provided. The act of a majority of members present shall be the act of the members unless a greater proportion is required by law or by these Bylaws. No vote shall be cast by proxy.

## **ARTICLE III: BOARD OF DIRECTORS**

### **III.1 Powers**

The affairs of the Club shall be managed by its Board of Director, which shall have responsibility for the control and management of the property, funds, and operations of the Club, and said Board of Directors shall have full power and authority to do and perform any and all acts and functions which are not inconsistent with the laws governing the operations of the Club or the Bylaws. The Board of Directors has as a specific power the approval of the Bylaws and the Constitutions of all subsidiary organizations of the Club. A further delineation of the duties of the Board of Directors, which delineation shall not limit such general powers, would include the following:

- a) The formulation and recommendation of amendments to the Bylaws to the membership.

- b) To delegate, in the case of absence or disability of any officer or director of the Club, the powers or duties of such office to any other officer or to any director until the absence or disability has ceased, provided that the said action must be taken by a vote of the majority of the entire Steering Committee.
- c) To receive and act upon the budget as submitted by the Treasurer and Finance Committee.
- d) To select the officers of the Club in accord with the procedure set forth herein.
- e) To develop overall policies for the operation of the Club as presented in Article IX.

### **III.2 Number and Qualification**

The Board of Directors shall consist of the Officers of the Club as per Article IV and the Standing Committee Chairs(s) as per Article V.

## **ARTICLE IV: OFFICERS**

### **IV.1 Officers**

The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and Banker, and such other officers as may be deemed necessary by the President or Board of Directors.

### **IV.2 Election and Tenure**

The officers of the Club shall be elected by the members at its annual meeting or at a special meeting and shall hold office for a one (1) year term, or until their successors are duly elected and qualified, unless sooner removed by the Board of Directors.

### **IV.3 Resignation and Removal**

Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it.

Any officer elected or appointed by the Board of Directors may be removed by a majority vote of all directors constituting the Board of Directors whenever in their judgment, the best interests of the Club shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **IV.4 Vacancies**

The Board of Directors may fill any vacancy in any office occurring after any regular annual meeting or any vacancy created by the creation of a new office until the next annual meeting by affirmative vote of the majority of the directors then in office, although less than a quorum.

#### **IV.5 Duties of Officers**

##### **IV.5.1 President**

The President shall be the principal presiding officer of the Club and shall preside at all meetings of the board and of the members of the Club. The President shall be an ex officio member of all committees except the Nominating Committee. The President may sign on behalf of the Club any documents or instruments which the board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the board or by these Bylaws to some other officer or agent, or is required by law to be otherwise signed or executed. The President shall have the authority to direct and administer all activities of the Club subject to such policies as may be adopted by the board or any committees to which the board has delegated power for such action. The President, or in the absence thereof: the Treasurer shall be authorized to sign corporate checks or drafts on behalf of the Corporation. The President shall act as the duly authorized representative of the Board of Directors in all matters in which the board has not formally designated some other person for that specific purpose.

Specifically, the President shall:

- a) Be responsible for the implementation of all policies established by the Board of Directors or by the membership of the Club.
- b) Assist the Finance Committee and Treasurer in annually reviewing and updating a capital budget and preparing an annual operating budget showing the expected receipts and expenditures of the Club, and supervise the business affairs of the Club to assure that funds are expended to the best possible advantage.
- c) Submit regular reports to the Board of Directors and if authorized committees on the activities of the Club and other significant developments.
- d) Propose to the board for its approval, suggested committee chairpersons.
- e) Perform any other duty within the express or implicit terms of the duties hereunder that may be necessary for the best interest of the Club.
- f) Appoint a panel of three (3) members, at least one of whom shall be the Vice-President, to audit the Club's financial accounts.
- g) Perform all duties as the Board of Directors shall from time to time assign.
- h) Prepare an agenda for each meeting.

#### IV.5.2 Vice-President

In the absence of the President, or in the event of an inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President.

Specifically, the Vice-President shall:

- a) Coordinate fundraising and special events
- b) Act as chair for yearly financial audit.
- c) Perform such other duties as the President shall from time to time assign.

#### IV.5.3 Secretary

The Secretary shall have the responsibility to see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the current post office address of each director and member of the Club; record the proceedings of any membership meetings and the proceedings of any board meeting; and, in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or Board of Directors.

Minutes of the proceedings of all meetings shall be distributed to the Board of Directors within three (3) days of the next scheduled meeting.

#### IV.5.4 Treasurer

The Treasurer of the Club shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Club and shall prepare and deliver a report of the financial status of the Club to the President and Board of Directors as reasonably requested.

The Treasurer shall have the responsibility for distributing Club funds for the payment of authorized debts incurred by Club officers or agents of the Club.

The Treasurer shall prepare annually, an operating budget and, if appropriate, a capital budget; and shall serve as an ex officio member of the Finance Committee.

#### IV.5.5 Banker

The Banker shall have the responsibility for collecting and depositing Club funds and providing the Treasurer with proof of deposit. The Banker shall also provide change bags for the Concession, Spirit wear, Membership, and such other groups involved in sales activities on behalf of the Club.

#### IV.5.6 Additional Officers

Such additional officers or assistant officers may be elected by the Steering Committee which the board from time to time may deem necessary.

### **ARTICLE V: COMMITTEES**

#### **V.1 Committees**

The Board of Directors shall be assisted in its endeavors by the following standing committees: Finance Committee; Fundraising Committee; Concession Committee; Spirit wear Committee; and Membership Committee.

The President shall propose to the board for its approval members of these committees. Committee members shall serve yearly terms.

The board may create such other committees as it deems appropriate from time to time.

#### **V.2 Chairperson**

One or more members(s) of each committee shall be appointed chairperson by the President with the approval of the board.

#### **V.3 Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

#### **V.4 Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### **V.5 Rules**

Each committee may adopt rules for its own government not inconsistent with these Bylaws.



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## **ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **VI.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

### **VI.2 Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by one officer from among the President or the Treasurer. In general, such instruments shall be signed by the Treasurer.

### **VI.3 Deposits**

All funds of the Club shall be deposited by the Banker from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

### **VI.4 Gifts**

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or any special purpose of the Club.

## **ARTICLE VII: GENERAL PROVISIONS**

### **VII.1 General Liability**

No officer, committee or member of this Club or other person shall contract or incur any debts on behalf of the Club or in any way render it liable unless authorized by the Board of Directors. No officer, committee, or member of the Club is authorized to promise moral or financial support without the approval of the Board of Directors.

### **VII.2 Fiscal Year**

The fiscal year of the Club shall coincide with the calendar year.

### **VII.3 Corporate Seal**

This Club shall not have a corporate seal.

### **VII.4 Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Wisconsin Nonstock Corporation Law, or the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice where such waiver shall be filed with the Club records, or be made a part of the minutes of the relevant meeting.

### **VII.5 Procedure**

The Board of Directors and committees established by the board may adopt rules of procedure which shall not be inconsistent with these Bylaws.

## **ARTICLE VIII: AMENDMENT TO BYLAWS AND ARTICLES OF INCORPORATION**

### **VIII.1 Procedure**

The power to adopt, amend, or repeal the Bylaws of the Club shall be vested in the members of the Club. The proposed Bylaw change must be submitted to the Secretary fourteen (14) days prior to the next scheduled monthly, special or annual meeting. An affirmative vote of two-thirds (2/3rds) of the members of the Club at any annual or special meeting of the membership present shall be sufficient to make, amend or repeal the Bylaws.

## **ARTICLE IX: POLICIES**

### **IX.1 Adoption, Revocation and Amendment**

The Board of Directors may propose and adopt or rescind policies for the operation of the Club. A proposed policy or amendment to an existing policy may be made by any member of the Club. Such proposed policies or proposed changes to existing policies shall be presented in writing to the Steering Committee at least 28 days prior to the next scheduled monthly, special or annual meeting for discussion. Upon action by the Steering Committee by vote to adopt the proposed policy or changes thereto, said policy or change thereto shall then be presented for vote by the general membership at the next scheduled monthly meeting. An affirmative vote of two-thirds (2/3rds) of the members present shall be sufficient to approve the policy.

## **IX.2 Policy Override**

A proposal to override an existing policy at the request of a coach, the Athletic Director, a Club member or a member of the Board of Directors may be considered by the Board of Directors for discussion and action on the day of the proposal. The Board of Directors will on motion vote to accept or reject the proposal. If the proposed override of the policy is approved by four-fifths of the Board of Directors present at the meeting, the item for consideration may then be submitted to the membership for vote with approval by simple majority of the membership present.

## **IX.3 Conflict of Interest**

### **IX.3.1 Purpose**

The purpose of the conflict of interest policy is to protect the Waukesha North Booster Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **IX.3.2 Definitions**

#### **a) Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b) Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **1X.3.3 Procedures**

#### **a) Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **b) Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **c) Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**d) Violations of the Conflicts of Interest Policy**

- 1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**IX.3.4 Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**IX.3.5 Compensation**

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Organization for services is precluded from voting on matters pertaining to that member's compensation.

c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **IX.3.6 Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **IX.3.7 Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **IX.3.8 Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.