

**BYLAWS OF
OAK RIDGE HIGH SCHOOL
SPORTS BOOSTERS CLUB**

**ARTICLE I
Recitals and Definitions**

Section 1. Name of Corporation. The name of this Corporation shall be Oak Ridge High School Sports Boosters Club, also known as Oak Ridge Sports Boosters, and shall be referred to herein as the “ORSB.”

Section 2. Corporation is Nonprofit. This Corporation has been formed pursuant to Section 501-(c)(3) of the Federal Internal Revenue Code and shall operate exclusively as a non-profit organization solely for the charitable purpose of sponsoring functions and raising monies for ORHS athletic programs.

Section 3. Specific Purpose. The specific and primary purpose of this Corporation shall be to sponsor functions and to raise monies to support ORHS athletic programs.

**ARTICLE II
Principle Office**

Section 1. Location of Principle Office. The principle office of the Corporation is located at 1120 Harvard Way, El Dorado Hills, El Dorado County, California 95762, or at such place in the county as the Board may designate from time to time.

**ARTICLE III
Membership**

Section 1. Classes of Membership and Rights. The Corporation shall have one (1) class of Members only. The rights of each Member shall be equal.

Section 2. Dues. All Members of the Corporation shall be obligated to pay annual dues in such amounts determined by the Executive Board.

Section 2.01. Current dues consist of either:

- 1) **\$25 Single Membership, or**
- 2) **\$50 Family Membership (~~\$25 Single Parent Family~~), or**
- 3) **ORHS Gold Card (\$100)**

Section 3. Members of the Corporation. The Members of the Corporation shall include and be limited to individuals who have paid dues for the current year.

Section 4. Term of Membership. Each Member shall remain a Member until he or she no longer qualifies as such under Section 3 above.

Section 5. Termination of Membership.

Section 5.01. Nonpayment of Dues. The membership of any Member, who fails to pay the annual dues on the first day of the fiscal year, or within sixty (60) days thereafter, shall terminate at the end of such sixty (60) day period.

Section 5.02. Rights on Termination. All rights and interests of a Member in the Corporation shall cease upon termination of membership as herein provided.

Section 5.03. Any Member, whose membership is terminated as provided for in this section, may reinstate membership upon payment of annual dues. Payment of annual dues will reinstate membership throughout the remainder of the fiscal year.

Section 6. Suspension or Expulsion. No Member of this Corporation shall be suspended, fined, or expelled for any reason whatsoever, and membership in the Corporation shall only terminate in accordance with section 5.01 hereof and not otherwise.

**ARTICLE IV
Meeting of Members**

Section 1. Place. Meetings of Members of the Corporation shall be held at the principle office of the Corporation, or other such place designated by the Executive Board.

Section 2. General Meetings. ~~General meetings of the membership shall be held at 7:00 p.m. on the first Tuesday of each month until January, whereby the meetings will be held on the first Monday of each month thereafter. The Executive Board may, for good reason, cancel or change the regular meeting. The General Meeting held in June shall be reserved for the presentation of the Annual Report and election of the Executive Board~~ **There shall be no fewer than 4 meetings of the General Membership per year. At the first General Meeting of the year, the President shall present an Operating Plan. This Operating Plan shall include the anticipated meeting schedule for the year, outline of agendas, provisions for redistribution of membership dues, and a budget for the General fund with forecast of income and expenses. The last meeting of the year shall be reserved for the presentation of the Annual Report and election of the Executive Board, unless such election is held by mailed balloting. If the election is held by mailed balloting, the results of such election will be announced at the June regular meeting.**

Section 3. Executive Board Meeting. ~~Executive Board meetings may be held one hour prior to the regular General Meeting.~~ **There shall be no fewer than two (2) Executive Board meetings per year for the purpose of conducting ongoing business and preparing the agenda for the General Meeting. Executive Meetings are called by the President or at least 2 other Board Members, the Executive Board shall designate time and place for such meetings.** All Executive Board Members may attend, and if in attendance, may vote. Persons in attendance at Executive Board meetings shall have one vote each.

Section 4. Special Meetings. The President, Vice President, or any two (2) officers of the Corporation may call special meetings.

ARTICLE V Voting/Membership Rights

Section 1. Voting. Voting shall be done by voice vote. Only Board Members may make motions and move a motion to vote. Each Member of the Corporation shall have one vote. Passage of a motion requires a simple majority of present Members in good standing. The election of the Executive Board may be done by secret ballots or mailed ballots. There shall be no proxy voting.

Section 2. Membership Rights. Subject to these Bylaws and the Articles of Incorporation's Rules and Regulations, the Members shall have the following rights: To vote annually for the Board of Directors and to vote for any issues brought up at special meetings.

ARTICLE VI Board of Directors

Section 1. General Corporation Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be vested in and exercised by, the Corporation's Board of Directors. Subject to the limitations expressed in Article VIII, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporation powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The Executive Board of Directors shall consist of seven (7) persons whose memberships are in good standing with all dues and assessments current as follows: ~~President, VP/Athletics, VP/Finance, VP/Administration, VP/General Fundraising, VP/Project Fundraising, and Special Officer.~~ All Board positions will be elected to the Board with the exception of the Special Officer. This position will be held by the Past President or by appointment of President and approved by majority vote of the Board of Directors. (Refer to Supplement A for Organization Chart and position responsibilities)

All Board positions will be elected to the Board

- 1. President – run the corporation, present annual operating plan which includes meeting schedule, and general fund redistribution plan, check signatory.**
- 2. VP Athletics – primary parent liaison with coaches and team representatives to explain Booster programs and team responsibilities. Explore use of new technologies to improve communications of club business to parents, coaches, and school administration.**
- 3. VP Finance – confirm authorization and receipt/invoice documentation on check request paperwork, write checks, manage bad debt report, primary check signatory**
- 4. Secretary – Primary responsibility is taking meeting minutes, and secondary responsibilities may include but not limited to assisting the President with coordination of meeting logistics, taking meeting attendance, and check signatory.**
- 5. Bookkeeper – Maintain individual team account balances and reconcile bank statements. Oversee credit card processing. Provide monthly finance reports.**
- 6. Membership Chairperson – Organization of annual membership drive, Gold Card distributions, and tabulating actual team membership participation.**
- 7. Bank Deposits – coordinate pickup of individual team and event monies, confirm deposit paperwork, make bank deposits, return deposit paperwork/receipt to bookkeeper**

Section 3. Term of Office. The election of the Board of Directors shall be conducted at the June meeting at which time all members of the Executive Board shall be elected. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy or elected at a special

meeting of members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 3.01. Nominations from the Floor. If there is a meeting held to elect directors, any Member present at the meeting may place names in nomination.

Section 3.02. Nomination by Petition. A person can become a candidate by filing with the Secretary a petition in support of his or her candidacy signed by ten (10) other members in good standing. The Member circulating the petition shall append his or her written certification to the petition attesting to the validity of the signatures. Candidate petitions must be filed with the Secretary no later than two (2) calendar days and no earlier than fifty (50) calendar days prior to the date of the annual election.

Section 4. Election of Directors.

Section 4.01. The members shall elect persons to those positions on the Board of Directors held by directors whose terms are then expiring. The persons thus elected shall be selected from among those persons nominated pursuant to Section 3 above; however, if for any reason an annual meeting is not held or the directors are not elected at any annual meeting, the directors may be elected at any special meeting held for that purpose. Candidates receiving the highest number of votes shall be elected as directors. The directors thus elected shall take office immediately following their election.

Section 4.02. If for any reason an annual meeting is not held or the directors are not elected at any annual meeting, the directors may be elected at any special meeting held for that purpose.

Section 4.03. Candidates receiving the highest number of votes shall be elected as directors. The directors thus elected shall take office immediately following conclusion of the membership meeting at which they are elected.

Section 5. Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (1) the death, resignation or removal of a director pursuant to the provisions hereof; (2) an increase of the authorized number of directors; or (3) the failure of the members, at any meeting of Members at which

any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

Section 5.01. Resignation of Directors. Except as provided in this subparagraph, any director may resign, which resignation shall be effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

Section 5.02. Filing of Vacancies.

1) Unless a vacancy is created by removal of a director from office, vacancies on the Board may be filled by the affirmative vote of a majority of the remaining directors then in office at a duly held meeting or by the sole remaining director.

2) When a director is removed from office, his or her position shall be filled by the affirmative vote of a majority of the members conducted at a duly held meeting or by written ballot.

Section 6. Authority of the Board to Remove Directors. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (1) been declared of unsound mind by a final order of court; (2) been convicted of a felony; or (3) been found by a final order or judgment of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors).

Section 7. Compensation. Directors, officers and Member of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board.

ARTICLE VII
Duties and Powers of the Board

Section 1. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Article VI, Section 1, the directors shall have the power to:

Section 1.01. Exercise all powers vested in the Board under the laws of the State of California.

Section 1.02. Appoint and remove all officers of the Corporation, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, and these Bylaws; and fix their compensation.

Section 1.03. Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.

Section 1.04. Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of voting rights; provided notice and a hearing are extended.

Section 1.05. Enforce all applicable provisions of these Bylaws.

Section 1.06. Contract for any pay premiums for insurance and bonds (including indemnity bonds), which may be required from time to time by the Corporation.

Section 1.07. Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.

Section 1.08. Contract for any pay for construction or reconstruction of any portion or portions of the Corporation's properties which have been damaged or destroyed and which are to be rebuilt.

Section 1.09. Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 1 of Article VII, Section 1 hereof.

Section 1.10. Levy and collect dues from the Members of the Corporation in accordance with Article III, Section 2 hereof.

Section 1.11. Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report.

Section 1.12. Appoint such other committees, as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article VIII hereof.

Section 1.13. Fill vacancies on the Board of Directors or in any committee, except for a vacancy created by the removal of a Board Member in accordance with Article VI, Section 5.

Section 1.14. Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

Section 1.15. Bring and defend actions on behalf of more than one Member or the Corporation to protect the interests of the Members or the Corporation, as such, so long as the action is pertinent to the operations of the Corporation, and assess the Members for the cost of such litigation.

ARTICLE VIII Committees

Section 1. Committees may be designed by the Executive Board to raise funds for specific purposes or activities, so long as such committees are in accordance with these bylaws, and the law. The Executive Board may appoint a chairperson of such committee who will serve for no longer than one (1) year.

ARTICLE IX Execution of Instruments Deposits and Funds

Section 1. Execution of Instruments. The Executive Board may authorize any officer, chairperson, or Member to enter into any transaction, in the name of or on behalf of, the Corporation. Such authority may be general or specific, provided that such transaction is authorized by the Bylaws.

Section 2. Checks and Notes. All checks or demands for money and notes of the Corporation shall be signed by the President and VP Finance, or by such other officer or officers or such other person or persons as the Board of Directors may designate from time to time.

Section 3. Operating Account. A cash deposit amount to be known as the “Operating Account” into which shall be deposited the operating portion of all assessments as fixed and determined for all members shall be established and maintained. Disbursements from such

account shall be for the general need of the sports programs at Oak Ridge High School including, but not limited to, equipment and uniform purchases, repairs, betterments, coaches stipends, maintenance, and other operating expenses thereof. These requests must be made in writing on the approved form.

Section 4. Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out its purposes, including reserve accounts for replacement of equipment and uniforms.

Section 5. Deposits. All funds of the Corporation shall be deposited to the credit of, and in the name of, the Corporation in such institutions as selected by the Executive Board.

Section 6.01. Funds.

Section 6.01. There shall be a General Fund of the Corporation. Such General Fund shall be used for administrative purposes of the Corporation and other purposes designated by the Executive Board insofar as such purposes are in accordance with these Bylaws, the Articles of Incorporation and the law. A coach may request monies from the General Fund. The High School's Athletic Director must approve these requests. The requesting team's Booster membership must meet a 70% participation level. The Board may waive the Booster parent participation percentage on a case-by-case basis.

Section 6.01.01 Participation – Team Participation is determined by the count of Booster membership of Parents with students on the team. The Athletic Director shall recommend target Booster participation for each sport to the executive board during the first executive meeting of the year. The base target for membership is 70% of the most recent total team roster, e.g., Varsity, JV, Frosh, boys and girls for coed teams. The Athletic Director may modify the participation target based upon pertinent factors, such as the collection of gate at regular home games, if home games are played off-campus, and program maturity. A Regular Membership (\$25) is recognized participation for a single team, a Family Membership (\$50) is recognized participation for up to two (2) teams but not more than one (1) for any single team, and a Gold Card

Membership (\$100) is recognized participation for all of the teams on which a family has a student athlete but not more than one (1) for any single team.

~~**Section 6.02.** Funds raised by committees for specific purposes shall be allocated, on the books of the Association (or Team Account), to the purpose for which the committee was formed.~~

Funds raised by committees for specific purposes that initially amount to \$10,000 or more, may be allocated on the books of the Association (or Team Account) to the purpose for which the committee was formed. The Athletic Director, representative(s) from “The Committee”, and the Head Coach, with the Principal’s approval, may put forth a Memorandum of Understanding (MOU) detailing to the Booster Board, current and future, specific instructions for managing the special account. These instructions must include but are not limited to the following details:

- Intended purpose for monies in the form of a prioritized list of expenses, facility improvements, specific projects, or scholarships.**
- Special authorization for spending if different than the standard requirement of Head Coach request and Athletic Director approval.**
- Term for which monies are to be held in the special fund, after which the monies are returned to the respective team account.**
- Process for restructuring this MOU, including early termination or extension of the agreement.**

A service fee may be assessed against the net profit of any fundraising event of any committee or athletic team. Service fees will be transferred to the General Fund. The High School Athletic Director shall approve all requests for Team Account monies.

ARTICLE X
Bylaws

Section 1. The Bylaws shall become effective upon their being signed by the Officers of the Corporation, and they may be amended or repealed, in whole or in part by the majority vote of Members of the Corporation present at a Regular Meeting.

ARTICLE XI
Reports and Fiscal Year

Section 1. Reports. ~~The Executive Board shall prepare a written annual report, including a financial report, to be presented at the June Regular Meeting.~~ **The Executive Board shall prepare a written annual report, including a financial report, to be presented at the last General Meeting of the school year.**

Section 2. Fiscal Year. The Fiscal Year of the Corporation shall be from July 1st through June 30th of the subsequent calendar year.

ARTICLE XII
Construction

Section 1. As used in these Bylaws:

Section 1.01. The present tense includes past and future tense

Section 1.02. The masculine gender includes the feminine and neuter.

Section 1.03. The singular includes the plural and the plural includes the singular.

Section 1.04. The word “shall” is mandatory and the word “may” is permissive.

Section 1.05. The “Board” in relation to any power or duty requiring collective action means the Executive Board.

ADOPTION

We, the undersigned, are all of the persons named as Officers of the Corporation and hereby consent to, and do, adopt the foregoing Bylaws, consisting of 12 pages, as the Bylaws of this Corporation, to become effective on September 24, 2007.

Dated this _____ day of _____, 2007.

William R. Wagner, President

Mike Hall, Vice President Athletics

Susan Spink, VP Finance

Gayle Nelson, Secretary

Julie Clark, Bookkeeper

Ralph Clark, Membership Chairperson

Kathy Ricks, Bank Deposits

Steve White, Athletic Director