

# Blissfield Athletic Boosters, Inc.

## By-Laws

### I. Principal place of Business

The principal place for the transaction of corporate business shall be such address in the Village of Blissfield, County of Lenawee, and State of Michigan, as may from time to time be designated by the Board of Directors.

### II. Purposes

The purpose of the corporation is to receive and distribute funds for charitable and athletic activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (the "Code") by assisting in the development, implementation, or maintenance of programs which significantly contribute to the benefit of Blissfield School District Athletes and as further set forth in Article II of the Articles of Incorporation.

### III. Membership

This corporation shall have two levels of membership, Individual Level and Presidential Level. Members shall elect the Board of Directors at the annual meeting. All corporate actions shall be approved by the Board of Directors as provided in these By-laws. All rights which would otherwise rest in the membership shall rest in the Directors.

### IV. Directors

- A. **Board of Directors:** The Directors shall hereinafter be known as the Board of Directors and shall be elected at the Annual Meeting. The new Board will be seated at the first meeting following the election.
- B. **Number of Directors:** There shall be not fewer than nine (9) and no more than fifteen (15) members of the Board of Directors at any one time as determined on a yearly basis. The Directors shall fix, within the limits specified, the exact number of members of the Board (must be an odd number). To provide a liaison between the Blissfield Community Schools and the corporation, the Superintendent of Schools (or his/her designee) shall be an advisor to the corporation.
- C. **Quorum:** A quorum for any meeting of the Board of Directors shall be a majority of the Executive Board Members then sitting. A majority of the Directors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- D. **Vacancies:** If a vacancy occurs, a majority of the Directors then sitting, within a reasonable time thereafter, shall fill the vacancy. Such election shall be held as provided in these By-Laws. A Director so elected shall serve for the unexpired term of his or her predecessor.
- E. **Voting:** No voting by proxy shall be permitted.

- F. **Election:** Candidates receiving the highest number of votes at that meeting shall be elected as Directors. Said Candidate is not required to be present at the meeting in order to be elected. The Board of Directors will meet following the election to select the officers for the year.
- G. **Term:** Term shall be for a period of two years.
- H. **Qualifications:** No person who holds a Director's seat shall be a member of the Board of Education of the Blissfield Community Schools. A majority of the members of the Board of Directors shall reside in the Blissfield Community School District.
- I. **Director's Powers:** Subject to limitations of the Articles of Incorporation, other section of the By-Laws, and of Michigan law, all corporate powers of the corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers: To select and remove all the other officers, agents, and employees of the corporation, prescribe such power and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the By-Laws, and require from them security for faithful service (e.g. a fidelity bond); To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-Laws; To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
- J. **Annual Meeting:** An annual meeting of the Board of Directors shall be held on the fourth Monday of May, unless the fourth Monday is Memorial Day, then the Annual Meeting will be held on the third Monday in May, time, and place as the Board of Directors determine for the purpose of organization, election of Directors and officers, and the transaction of other business.
- K. **Regular Meeting:** Including the Annual meeting, monthly meetings shall be held at such times as shall be fixed by the President or the Directors.
- L. **Special Meetings:** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any three (3) Directors.
- M. **Notice of Meetings:** Notice of the Annual Meeting shall be given to the Directors and to the public not more than thirty (30) days or less than ten (10) days before the meeting. Notice of regular and special meeting shall be given to the Directors not less than four (4) days prior to the meeting if delivered by first class mail; no less than twenty-four (24) hours prior to the meeting if the notice is delivered personally, electronically or by the telephone.
- N. **Waiver of Notice:** The notice requirements contained in these By-Laws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.
- O. **Action in Lieu of a Meeting:** Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board shall

consent in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

- P. Removal** – A Director may be removed from office with or without cause by a two-thirds (2/3) vote of the total number of Directors.
- Q. No Compensation:** The Directors shall receive no compensation for their services as Directors.
- R. Conflict of Interest:** A Director shall excuse him/herself from any vote upon which that Director has a financial conflict of interest. The foregoing, however, shall not affect the right of any Director to make donations to the corporation.
- S. School District Trustee Candidacy:** Should a Director become a candidate for a seat on the Blissfield Community School District board of Education such Director shall excuse him/herself from meetings of the corporation until after the election, and if elected, the Director shall resign.
- T. Committees:** The Board may create standing and other committees and appoint the membership thereof. Such committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.
- U. Nominating Committee:** There shall be a standing Nominating Committee.
  - 1.** The Nominating Committee shall nominate a sufficient number of qualified persons to fill all vacancies in the Directors seats. (Including officers) the Nominating Committee may in its discretion nominate more persons than necessary to fill said office in order to give the group an opportunity to select among the various persons. However, it is within the Nominating Committee's power to nominate only a sufficient number to assure that Directors seats are filled.
  - 2.** Members of the Nominating Committee shall serve for one year and may not succeed themselves. The year shall commence at the Annual Meeting of each year and terminate at the Annual Meeting of the succeeding year.
  - 3.** The Nominating Committee shall consist of three (3) Directors, two of whom shall be selected by the Directors. The Chairperson (third member of the Nominating Committee) shall be selected by the President.
- V. Purchasing of Supplies and Equipment:** All request involving the purchasing of supplies and equipment for the school athletic programs must come from the school Athletic Director.

## **V. Officers**

- A. Offices:** The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. No person may hold more than one of these offices at one time.
- B. Election:** The Membership shall elect all Board of Directors of the corporation for terms of two years or until their successors are elected and qualified.

- C. Vacancy:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.
- D. Removal:** An officer of the corporation may be removed by a vote of two-thirds (2/3) of the Board of Directors then in office.
- E. President:** The president shall be responsible for conducting the affairs of the corporation in a manner consistent with the policies and directives of the Board of directors. He/she shall preside at all meetings of the Board of Directors, shall serve as an ex-officio member of all committees of the corporation except the Nominating Committee, and shall have such other duties as may be prescribed by the Board.
- F. Vice-President:** The Vice-President shall preside at meetings of the Board of Directors in the President's absence and, in the event that the President shall be unable to serve, shall act as the principal officer of the corporation until such time as the Directors shall elect a new President. The Vice President shall have such other powers and duties as may be described by the Board.
- G. Secretary:** The Secretary shall serve notice of and act as Secretary at all meetings of the Board of Directors, shall record such proceedings in the Minute books, and shall be responsible for the general correspondence and the organization and safekeeping of all documents. The Secretary shall perform such additional duties as shall be prescribed by the Board.
- H. Treasurer:** The Treasurer shall receive, safeguard, disburse, and account for all funds of the corporation, and shall deposit and invest them in such banks, other depositories, or investments as may be designated by the Board. The Treasurer shall maintain books and record of the corporation, and shall prepare and submit such accounting and tax forms as may be required by local, state and federal law. The Treasurer shall have such additional powers and duties as shall be prescribed by the Board. Any money needed for booster supplies (i.e. raffle tickets, advertisement) (less than \$200.00) may be spent at the discretion of the treasurer without notifying the board (with the exception of concession supplies, licenses or permits.) The board must vote on any amount to be spent above \$200.00. If treasurer is unavailable/ out of town, they must make second signature person aware and have check book available.

## **VI. Amendments of By-Laws**

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of all the members of the Board of Directors.

- A.** Recommendations for By-Law changes must go through the By-Law review committee before a vote for change can be taken.

- B. The By-Law review committee will bring recommendations for change to the September meeting with any necessary voting to be held in October.

## **VII. Dissolution**

In the event of dissolution of this corporation in any manner and for any cause, after payment or adequate provision of payment of all its debts and liabilities all of the remaining funds, assets and properties, or proceeds of sale thereof, of this corporation shall be donated the Blissfield School District Athletic Department to be used for assisting in the development, implementation, or maintenance of programs which significantly contribute to the benefit of Blissfield School District Athletes.

## **VIII. Miscellaneous**

- A. Rules of Order:** Rules of order shall be informal and designed to encourage participation of all members of the Board of Directors. The presiding officer may in his/her discretion utilize Roberts's rules of Order in the event of any dispute.
- B. No personal liability; indemnity:** No Director or officer of this corporation shall be personally liable for debts, liabilities, or obligations of the corporation. The Directors and officers shall be indemnified and held harmless to the extent and in the manner permitted by law. Further, the corporation may purchase insurance as the Board may find appropriate for this purpose.
- C. Reimbursement of Expenses:** The Corporation shall provide full reimbursement for monies on behalf of the corporation by its officers or Directors.
- D. Minutes:** The Board shall keep a complete record of minutes of all the acts and proceedings of the corporation.
- E. Fiscal Year:** The fiscal year of this corporation shall be August 1 of each year to July 31 of the following year.
- F. Treasurer's Annual Report:** Following the close of each fiscal year, the Treasurer shall make an annual report to the Directors reflecting the financial status of the corporation.
- G. Administrative Work of the Foundation:** P.O. Box 117, Blissfield, MI 49228 shall be the designated office of the corporation until such time as the Board of Directors deem otherwise.

I, the undersigned, certify that I am presently elected and acting Secretary of the Blissfield Athletic Boosters, Inc, and the above By-Laws consisting of 5 pages, are the By-Laws of this corporation as adopted at a meeting of the Board of Directors held in April of 2010.