

BY-LAWS
OF THE
OXFORD WILDCATS BOOSTER CLUB, INC.

Original:	March 1, 1979
Revised History:	August 2005, April 2015, March 4, 2019
Date Current Revision DRAFT:	February 1, 2020

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ARTICLE I – NAME AND OFFICE LOCATION

Section 1.01 Name. The name of this organization shall be the Oxford Wildcat Booster Club, Inc., hereafter referred to as the “BOOSTERS.”

Section 1.02 Principal Office. The principal office of the BOOSTERS shall be located within the State of Michigan at a place designated by the Board in any applicable filings or registrations with the State of Michigan as required by law.

Section 1.03 Registered Office. The registered office shall be maintained in the State of Michigan, at a place designated by the Board as designated in any applicable filings or registrations with the State of Michigan as required by law.

ARTICLE II – PURPOSE AND MISSION

Section 2.01 Purpose. The purpose of the BOOSTERS is to promote interscholastic athletics (any sport/activity) at the Middle school and High school level within the Oxford Community Schools in an atmosphere that is consistent with the educational philosophy of the school community.

Section 2.02 Mission. The objectives of the BOOSTERS are as follows:

1. Develop an organization with an active and involved membership that is concerned with the total athletic program and all of its participants;
2. Promote school spirit and sportsmanship and encourage attendance at all Oxford athletic events;
3. Encourage and support the academic endeavors of Oxford’s student athletes;
4. Provide supplementary financial support for the various interscholastic athletic activities in Oxford Community Schools;
5. Aid the staff in organizing and staging special events and projects;
6. Aid and support the school staff in the areas of sports promotion, publicity, and program development;
7. The presiding Board retains the authority to support non-athletic teams/clubs/programs as presented on a year-to-year basis.

Section 2.03 Non-profit Status. Notwithstanding any other provisions of these By-Laws, the BOOSTERS shall carry out activities permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III – MANAGEMENT

Section 3.01 Basis. The BOOSTERS shall be organized on a Non-Stock Membership basis within the meaning of the Michigan Nonprofit Association Act (MNCA), as amended.

ARTICLE IV – BOARD & MEETINGS

Section 4.01 Composition. It is the intent of the BOOSTERS that the composition of the Board shall represent a diversity of technical skills to enable the Board to make informed, well-balanced decisions. The Board shall consist of elected and appointed officers and the Athletic Director.

Elected and appointed officers shall be voting members of the board. The Athletic Director shall be an ex-officio non-voting member. Appointed officers shall be the chairpersons of Standing Committees. All members of the Board shall be members at large who meet the requirements as set forth in Sections 4.03, 5.01.

Section 4.02 Duties. Subject to the provisions of the Michigan Nonprofit Corporation Act (MNCA), as amended, the corporate duties of care and loyalty and all corporate powers shall be exercised under the direction of the Board. The Board may delegate the power of management of the day-to-day operation of the BOOSTERS to Officers, paid or non-paid staff members and/or volunteers subject only to restrictions imposed by applicable law, regulation or these bylaws. The Board or designated Officer shall present reports of activities at monthly General Membership meetings. The Board shall have the power to create and oversee teams to plan and execute events and activities that further promote the purpose and mission of the BOOSTERS.

Section 4.03 Qualifications. An officer must be a United States citizen, eighteen (18) years of age or older, a resident of the Oxford Community School District and the State of Michigan.

Section 4.04 Expectation and Removal. Members of the Board are expected to support the objectives, goals, and mission of the BOOSTERS and to actively participate in the functions of the Board including meeting attendance, fundraising and special projects. Any member of the Board who engages in actions contrary to the interests of the organization may be removed from the Board upon the vote of at least two-thirds (2/3) of all Officers at a regular Board meeting or any special meeting called for that purpose. Any Officer proposed to be removed shall be entitled to at least five (5) days actual notice in writing, of the meeting at which removal is to be voted on. Notice shall include the reasons for the proposed removal and such Officer shall be entitled to appear and be heard at the meeting.

Section 4.05 Regular/General Meetings. Regular meetings of the Board shall be held at such time and place, either within or without the State of Michigan, as established by the Board. General Meetings shall be held monthly except for July, unless otherwise specified by the Board and reasonable notice given. Meetings shall be open to all interested persons. Minutes shall be recorded at each regular meeting.

Section 4.06 Executive Board Meetings. Executive Meetings shall be held as needed and decided upon by the Board. Notice shall be given in accordance with **Section 4.10 below**. Minutes shall be recorded at each Executive meeting. Executive Board meetings shall be open to all interested in attending.

Section 4.07 Annual Planning Meeting. The Annual Planning Business Meeting of the BOOSTERS shall be held at the May Meeting unless otherwise specified by the Board. Elections shall be held at this meeting. Any change to the Annual Planning meeting date, time or location shall be announced per **Section 4.10**.

Section 4.08 Attendance. Elected and appointed members of the Board shall be required to attend a minimum of 75% of all Board meetings. Failure to meet this requirement could result in removal action being conducted against such person. Any board member who absents him/herself from three (3) consecutive Board meetings, without notice, shall cease to be a member of the Board, at the discretion of the remaining Board members and Section 6.04 of these Bylaws. Executive board meetings shall be attended by the executive officers and all standing committee directors. They are open to all interested parties.

Section 4.09 Discussion. Attendance at Executive Board meetings is open and encouraged but discussion is limited to Executive and appointed committee directors only. Others may interject but only with the permission of the President or Officer presiding over the meeting. During Regular/general meetings discussion is open and encouraged for all attending.

Section 4.10 Notice. Notice of any regular or special meeting shall be given at least five (5) days prior to by written notice delivered personally or mailed to each member of the Board at the address designated by said member, or by electronic mail or by other means of communication reasonably expected to provide notice. Any member of the Board may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice for that meeting, unless otherwise specified in the Articles or these Bylaws.

Section 4.11 Meeting by Telephone or Similar Equipment. An Officer may participate in a meeting by conference telephone, electronic communications or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this Section 4.10 constitutes an Officer being present at a meeting.

Section 4.12 Voting and Quorum. Each Officer shall be entitled to only one vote for a Board action. A majority (half plus 1) of Officers then in office shall constitute quorum. The Athletic Director may be counted for a quorum but his/her attendance is not required to enact business. Actions voted on by a majority (half plus 1) of Officers present at a meeting as defined in Section 4.10 where a quorum is required shall constitute authorized actions of the Board.

Section 4.13 Proxy Votes. Proxy votes are accepted provided a quorum exists of seated officers and those attending via electronic media. Notice of proxy must be provided to the Secretary in writing prior to the meeting being called to order. Notice of proxy must include:

- Name of officer who will be absent
- Name of individual who will be in possession of the proxy authority
- Issues in which proxy will be valid
- Proxy votes shall be allowed only for the executive officers and the standing committee chairpersons

Section 4.14 Consent to Corporate Actions. Any action required or permitted to be taken by authorization of the Board may be taken without a meeting if, before or after the action, all Officers consent to the action in writing. For purposes of this Section 4.11, consent communicated via electronic means such as facsimile, email or digital format document shall constitute written consent. Written consents shall be filed with the minutes of the Board's proceeding.

Section 4.15 Presumption of Assent. An Officer shall be deemed to have assented to action taken by the Board unless he or she makes his or her dissent known during the meeting at which action was taken and his or her dissent is recorded in the minutes of the meeting.

Section 4.16 Policies and Procedures. The Board shall adopt from time to time such policies and procedures as may be required or desirable for the governance of the BOOSTERS. Such policies or procedures may include, but are not limited to, policies or procedures relating to conflict of interest, discrimination, whistleblower and record retention.

Section 4.17 Compensation. Members of the Board are volunteers and as such shall not receive any compensation for their services as members of the Board or as Officers, but may be reimbursed for reasonable expenses if approved by the Board; provided that nothing herein contained shall be construed to preclude any member of the Board from serving the BOOSTERS in any other capacity and receiving compensation therefore, subject to the provisions of Section 15.05.

Section 4.18 Chairperson. All meetings of the Board and General Membership shall be presided over by the President. If the President is unable to serve then the First Vice-President, followed by the Second Vice-President, followed by the Secretary then Treasurer or, in their absence the chairperson chosen by the Board, shall preside.

Section 4.19 Athletic Director. The Athletic Director shall be an ex-officio non-voting member of the Board. The Athletic Director may be counted to determine quorum to conduct a meeting.

Section 4.20 Privacy. The BOOSTERS values its members. Therefore any and all personal information gathered from its members shall be used solely and discreetly by BOOSTERS to conduct day-to-day business. No information shall be sold or given freely to outside individuals or organizations with the exception that BOOSTERS may share information with Oxford Community Schools for the purpose of conducting legitimate school business and the promotion of school sports consistent with the mission of BOOSTERS.

Section 4.21 Discrimination. The BOOSTERS and its programs and materials shall be open to all without regard to race, color, national origin, gender, gender identity, religion, age, height, weight, disability, political beliefs, sexual orientation, marital status, family status or veteran status. This policy shall follow the policies of Oxford Community School District, the Constitution of the State of Michigan and the Constitution of United States of America.

Section 4.22 Parliamentary Authority. These Bylaws shall govern the operation the BOOSTERS and its members. Board meetings shall be conducted in accordance with Robert's Rules of Order.

Section 4.23 Bylaws Amendments / Repeal. These Bylaws may be amended or repealed by the General Membership by a two-thirds (2/3) vote of the members present at a General Membership meeting, provided that notice of the proposed amendment is made at the previous General Membership meeting and published in the BOOSTERS minutes and on the BOOSTERS website. Prior to the general meeting in which a Bylaws vote is to be held, proxies shall be accepted, provided said proxy is given directly to a Board member in accordance with Section 4.13. Amendments may be proposed by the Board or the General Membership. These Bylaws shall be reviewed periodically throughout the fiscal year and approved annually at the May planning meeting.

ARTICLE V – OFFICERS

Section 5.01 Officers and Board. The officers shall be elected by the Membership at the May general meeting. Officers shall consist of the President, First Vice-President, Second Vice-President, Secretary, and Treasurer. These elected officers are also known as the Executive Board. In addition to the officers, the board shall include Directors who are the Chairpersons of Standing Committees. It shall be considered a Conflict of Interest to have an elected or appointed member of the board also be an Administrator or School Board Member of Oxford Community Schools and therefore those individuals shall be disallowed to hold offices whether elected or appointed. Elected and appointed Board members shall have students who are currently enrolled in or who are former students of Oxford Community schools. There shall be an uneven number of Officers. Should an even number of Officers be present at a meeting in which a vote is taking place, the President shall break the tie regarding voting matters.

Section 5.02 Responsibilities. The Board shall be responsible to act on behalf of the BOOSTERS in the management of the business affairs of the organization.

Section 5.03 Elective Cycle.

- Even Years: The President, Second Vice-President and **Secretary** shall be elected by a majority of the voting membership present at the May monthly meeting in even numbered years.
- Odd Years: The First Vice-President and **Treasurer** shall be elected by a majority of the voting membership in odd numbered years.

Section 5.04 Appointments. The President will seek volunteers among the general meeting attendees of the BOOSTERS to serve as appointees on the board in event an officer or director position is vacated before end of term. An individual may only hold one elective or appointed office during his/her term. Should an individual be appointed to either an elected or appointed position, the term will conclude at the end of the regular elective cycle as designated in Section 5.03. Should an individual who is holding an appointed director position be appointed or elected to an Executive position, that said directorship shall be vacated allowing the President to appoint a replacement. All Appointments shall be approved by the Board.

Section 5.05 Terms of office. A term is two years, beginning July 1 through June 30 of the following year. An individual may not serve in the same elective capacity for more than three consecutive terms.

Section 5.06 Removal. Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of a majority of the remaining Officers at any regular or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the BOOSTERS would be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board at such meeting.

Section 5.07 Resignation. Any officer may resign at any time by providing written notice to any other officer of the BOOSTERS. The resignation will be effective on receipt of the notice or at a later time as designated by the notice.

Section 5.08 Vacancy. The President, with the concurrence of the Board, shall appoint any board vacancy, other than the Presidency. A vacancy in the office of the President shall be filled by a majority vote of the Board at the first meeting after the vacancy occurs.

Section 5.09 Surrender of Materials. All Officers who fulfill their term or vacates office prior to the end of term shall surrender all materials associated with and accrued by said person while in office, within two (2) weeks of vacating or term ending.

Section 5.10 Contractual Interest. No officer shall have an interest, directly or indirectly, in any contract relating to the operations conducted by the BOOSTERS. Exceptions include:

- Such contract is for furnishing services or supplies to the BOOSTERS and is approved by the Board;
- Such contract is authorized by a majority of the Officers present in a meeting at which the presence of such Officer is not necessary for its authorization and the fact and nature of the Officer's interest is fully disclosed or known to the Officers voting on the authorization of the contract;
- No Officer with a contract with the BOOSTERS may vote on any matter which involves that contract, or which gives the appearance of being a conflict of interest. Conflict of Interest shall be determined by the Board in accordance with the Booster's Conflict of Interest Policy (see Policies and Procedures-Attached);

Section 5.11 Election Process/Ballots. Silent ballots shall be used to cast votes for officers at regular elections. The presiding officer who is not up for re-election shall tally the votes. The secondary officer not up for election shall audit the ballot count. Winners shall be announced at the end of the meeting.

ARTICLE VI – EXECUTIVE BOARD

Section 6.01 Duties of Officers.

- a) **President.** The President shall:
- Preside at all meetings;
 - Issue meeting agenda items to the Board at least 3 days prior to the meeting;
 - Appoint standing committee chairpersons with the concurrence of the Board;
 - Remove or establish any Committee Chairperson with Board approval;
 - Work with Treasurer on annual budget;
 - Oversee execution of these Bylaws, policies and procedures in order that the purpose, mission and goals of the BOOSTERS are served;
 - Shall serve on the Executive Board;
 - Appoint and/or dissolve all other committees as required;
 - Serve as ex-officio member of all committees;
 - Serve as primary spokesperson for the BOOSTERS except as otherwise specified;
 - Direct goals and budget performance;
 - Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.
- b) **First Vice President.** The First Vice President shall:
- Perform all the duties of the President in his/her absence and shall be responsible for an annual review of the Bylaws, recommending revisions as deemed appropriate;
 - The First Vice-President shall oversee the corporate and nonprofit documents to be sure they remain in compliance with the State of Michigan and the IRS;
 - Shall manage the Scholarship and scholarship process on behalf of the Oxford Wildcat Booster Club: determine with Treasurer if funds are available for a scholarship, determine timeline of events for application, update scholarship form, if major changes, seek approval of Board, distribute scholarship to counseling office, gather applications, form review committee, prepare certificates, obtain checks from Treasurer for presentation at ceremony.
 - Oversee regular review, no less than once every two (2) years, of these Bylaws and recommend any possible changes or modifications to the Board;
 - Shall serve on the Executive Board.
- c) **Second Vice President.** The Second Vice President shall:
- Perform all duties of the President and First Vice President in his/her absence and shall be responsible for overseeing the Standing Committee Directors and subcommittee chairpersons;
 - Act as Sergeant at Arms to ensure the order at meetings.
- d) **Secretary.** The Secretary shall:
- Keep a record of all the proceedings of the Meetings of the BOOSTERS;
 - Minutes from the preceding meeting will be reviewed and approved by the Board at the subsequent meeting. Minutes of past meetings, or a copy thereof, will be made available at the request of any regular member;
 - A record of the decisions of the Executive Board shall be kept in a separate bound Secretary's Book and posted on the BOOSTERS page inside the Oxford Athletics website;
 - A summary of the decisions made in these Meetings should go out to the general membership each month;
 - Shall perform the duties of President in the event President, First and Second Vice-President are absent;
 - Shall keep a record of all Funds requested and approved;

- Keep a register containing the address of each Officer as provided by those individuals;
- Attend to all correspondence of the BOOSTERS as requested by the Board;
- Maintain complete files of minutes, attendance, Conflict of Interest Annual Statements, ballots and correspondence;
- Annually prepare and obtain signatures on the Conflict of Interest Statement for each officer and Standing Committee Director;
- Perform all duties incident to the office of Secretary, or any other duties assigned to the Secretary from time to time by the Board or the President;
- Shall serve on the Executive Board.

e) **Treasurer.** The Treasurer shall:

- Perform the duties of President in the event the President, First Vice-President, Second Vice-President and Secretary are absent;
- Maintain a complete set of accounts;
- Make disbursements from the general fund;
- Pay expenses approved by the Board;
- Secure proper vouchers and/or invoices thereof ;
- Receive and deposit moneys of the in the Booster's checking and/or savings account;
- Report the amount of money available in the general fund at each monthly Meeting and an estimate of foreseen commitments and liabilities. The monthly financial reports shall include an accurate representation of funds as well as detailed reporting on team / program encumbered/restricted funds;
- Have an official signature card on file with the bank utilized to manage the funds of the BOOSTERS and have electronic access to said accounts;
- Develop and maintain cash handling procedures;
- Maintain accurate budget tracking throughout the year;
- Appoint other Executive officers to receive and deposit monies in the BOOSTERS' checking or savings account, if necessary
- Meet with CPA to prepare the annual tax documents, if necessary;
- Provide the Board with an annual financial report which shall be subject to independent audit at the direction of the Board;
- Attend to required or necessary annual BOOSTERS reports with the State of Michigan, tax returns or reports and related documentation;
- **Pay annual insurance in a timely manner**
- Assure that accurate books and records are kept of corporate receipts and disbursements;
- Cooperate with First Vice-President to conduct an annual third party audit, if necessary;
- Shall conduct a thorough financial review with a Certified Public Accountant or other qualified person every three years. If revenues exceed \$150,000 in any year, a full audit shall be conducted by Certified Public Accountant;
- Perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board or President;
- Coordinate with Concessions Director for timely cash box retrieval after events for accurate count and deposit at banking institution;
- Have cash boxes ready for events as needed through the calendar year.

Section 6.02 the Executive Board shall:

1. Vote on and Approve the expenditures;
 - a. Spending Guidelines:
 - i. Receipts for spending/payments shall be required;
 - ii. All spending shall be limited to funds available;
 - iii. All expenditures shall be approved by the Board.

2. Vote on and approve the President's creation and dissolution of all necessary Committees and Chairpersons;
3. Set the time and date of General and Executive Board Meetings and give members timely notification;
4. Vote on and Approve goals and budget targets annually;
5. Review the annual budget, monthly financial reports, and monthly financial statements issued by the bank utilized to manage the funds of the BOOSTERS (including other official bank records for team accounts utilizing the 501(c)(3) status of the BOOSTERS) at a minimum, every three months. Bank issued financial statements shall be provided to all Executive Board Members at said meetings by the Treasurer.

Section 6.03 Special Action If action on behalf of the BOOSTERS is necessary before it is reasonable to convene the General Membership Meeting, the President shall take such action based on the majority vote of the Executive Board, comprised of the five officers and one chairperson of each Standing Committee. A report of the action taken shall be made at the next General Membership Meeting.

Section 6.04 Liability

- 1) To the fullest extent permitted under Section 209C of the Michigan Nonprofit Corporation Act (MNCA), as the same presently exists or may hereafter be amended, a volunteer Officer/Director of the Oxford Wildcat Booster Club, Inc. shall not be personally liable to the Oxford Wildcat Booster Club, Inc. for monetary damages for breach of the officer's fiduciary duty. However, this provision does not eliminate or limit the liability of an officer for any of the following:
 - a) A breach of the officer's duty of loyalty to the Oxford Wildcat Booster Club, Inc.;
 - b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
 - c) A violation of Section 551(1) of the MNCA (dealing with certain prohibited transactions by officers);
 - d) A transaction from which the officer derived an improper personal benefit;
 - e) An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA;
 - f) An act or omission that is grossly negligent.
- 2) Any volunteer officer/Director of the Oxford Wildcat Booster Club, Inc. shall only be personally liable for monetary damages for a breach of fiduciary duty as an Officer/Director to the Oxford Wildcat Booster Club, Inc. to the extent set forth in this Section 1 above;
- 3) To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the Oxford Wildcat Booster Club, Inc. assumes all liability to any person other than the Oxford Wildcat Booster Club, Inc., for all acts or omissions of a volunteer Officer/Director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer Officer's duties as such. A claim for monetary damages for a breach of a volunteer Officer's/Director's duty to any person other than the Oxford Wildcat Booster Club Inc., shall not be brought or maintained against a volunteer Officer/Director; but such a claim shall be brought or maintained instead against the Oxford Wildcat Booster Club Inc., which shall be liable for the breach of the volunteer officer's/director's duty;
- 4) The term "volunteer Officer/Director" shall have the same definition as the term "volunteer director" set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended;
- 5) Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer of the Oxford Wildcat Booster Club, Inc. existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes

effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

ARTICLE VII – COMMITTEES

Section 7.01 General Powers. The Board may designate one or more committees in addition to those specified in this Article VII. Each committee is to consist of a Committee Chairperson and a member at large and such other persons as the Board deems appropriate. The committee and its members shall thereafter serve at the pleasure of the Board. Committee Chairs shall be appointed by the President with the approval of the Executive Board. No committee of the Board, including those committees specified in this Article VII shall have the power or authority to:

- 1) Approve the dissolution, merger or consolidation, or to pledge or transfer all or substantially all of the assets of the BOOSTERS;
- 2) Amend the Bylaws;
- 3) Fill vacancies on the Board or committees;
- 4) Authorize to use or remove any funds from any checking or savings account for investment purposes or otherwise, unless directed and approved by a majority of the Board.

Section 7.02 Standing Committees. Except as specifically provided elsewhere in these Bylaws, the President, subject to Executive Board approval shall appoint a Chairperson to each of the following standing committees on an annual basis at the May Planning Meeting or as needed through the fiscal year. An elected officer shall not serve as a chair of a standing committee.

- (1) Special Events/Fundraising Coordinator
- (2) Media Specialist / Marketing
- (3) Concessions
- (4) Spirit Wear

Section 7.03 Standing Committee Director. Each Director shall:

- 1) Be a voting non-elected officer of the Board;
- 2) Is responsible for preparing and submitting an annual budget to the Treasurer by a date determined by the Board;
- 3) Is responsible for maintaining his/her approved budget;
- 4) Is responsible for creating and maintaining a manual which outlines the duties and responsibilities for the position. This manual will become part of the Policy and Procedure manual;
- 5) Is responsible to support the purposes and mission of BOOSTERS;
- 6) Shall recruit as many members, and other people interested to help, as necessary to accomplish the designated responsibilities;
- 7) Shall also keep a historical file of the year's proceedings, financial records, vendor contacts, etc., for turnover to his/her successor. At the end of each fiscal year, these records should be turned over to the Director successor with a copy to be forwarded to the Secretary and Athletic Director's office for safe keeping and archiving. Each Standing committee Director shall have one vote;
- 8) No individual has the authority to use or remove any funds from any checking or saving account for investment purposes or otherwise, unless directed and approved a majority of the Board.

Section 7.04 Media Specialist / Marketing. The Marketing Director is responsible for all social media, marketing and promotions for the BOOSTERS.

Section 7.05 Concessions. The Concessions Director shall be responsible for the management of all concessions using the indoor, outdoor and/or off-site facilities. All concessions volunteers shall report directly to the Concessions Director. The Concessions Director shall:

- 1) Coordinate, equitably recruit among boys and girls programs and schedule parent volunteers (representing the various teams/programs) to manage the concession stand for specific events;
- 2) Acquire all provisions required for the concession stands;
- 3) Train, or coordinate the training, of all parent volunteers in proper food storage, handling and preparation;
- 4) Must hold ServSafe Manager Certificate;
- 5) Must hold State of Michigan Allergen Awareness Certificate;
- 6) Assist Treasurer in timely cashbox counts after events and assist in making deposits at banking institution as necessary.

Section 7.06 Spirit Wear. The Spirit Wear Director shall coordinate the promotion of school spirit through the sale of apparel and memorabilia bearing the Oxford Wildcat logo and any logo/text associated with Oxford Community Schools, its Athletic Department, BOOSTERS or any event sponsored by Oxford Community Schools or BOOSTERS. The Spirit Leader shall:

- 1) Manage the inventory of the Spirit items to meet the changing needs of the student body and community;
- 2) Coordinate the financial operation of the Spirit items with the Treasurer;
- 3) Report the ongoing status of the Spirit operations to the BOOSTERS Board on a periodic basis;
- 4) Sales to occur throughout school year and events.

Section 7.07. Special Events/Fundraising Coordinator. The Special Events Coordinator shall coordinate the fundraising activities of the corporation with the exception of concessions and spirit wear. The Special Events Coordinator shall: develop, coordinate and equitably recruit for events which raise funds for the BOOSTERS.

Section 7.08 Special Events. From time to time special events will require the formation of a temporary committee requiring a Chairperson (for example, a Ball Drop fundraiser, or a small construction project). This Chairperson will be a volunteer from the membership, including Officers and Board. Section 7.01 above will also apply to Special Event Leaders. This person (s) shall not have voting privileges.

Section 7.09 General and Board Meeting Attendance. All Chairpersons must attend a minimum of 75% of all general membership meetings and 75% of all Board meetings. Failure to meet this requirement could result in that person's removal as Chairperson. A Chairperson, who shall absent him/herself from three (3) consecutive Board meetings without notice, shall cease to be a Chairperson at the discretion of the Executive Board.

Section 7.10 Meetings. Committees shall meet as needed. Minutes shall be recorded at each committee meeting and shall be presented to the Secretary of the Board.

ARTICLE VIII – TEAM REPRESENTATIVES

Section 8.01 Each team shall have a team representative present at each General Membership Meeting who is appointed by the team/program coach/advisor. This representative shall be made known to the Secretary prior to the start of the general meeting by use of a sign-in sheet.

Section 8.02 Team Representatives shall disseminate information from the General Membership Meeting to the team coach, athletes, and parents.

Section 8.03 Team Representatives shall review the monthly financial report issued by the Treasurer, paying particular attention to the encumbered fund(s) for which he/she is a Team Representative.

Any points requiring clarification should be raised as soon as possible or within a reasonable time frame with the Executive Board and/or the Team Coach/Parents.

Section 8.04 Team representatives shall be responsible to recruit among their teams to contribute to projects and fundraising activities as called upon.

ARTICLE IX – MEMBERSHIP AND FEES

Section 9.01 Membership. Any person, 18 years or older who is interested in the purpose of this BOOSTERS and is a resident of Oxford Community Schools and the State of Michigan is considered a member.

Section 9.02 Membership Fee. There is no membership fee. The Executive Board reserves the authority to institute a fee for membership should the need arise.

ARTICLE X – CORPORATE ACTIONS

Section 10.01 All monies received by the BOOSTERS for any purpose, shall be deposited to the credit of the BOOSTERS in a financial institution or institutions selected by resolution of the Board.

Section 10.02 Funds raised and/or allocated to specific teams/programs in support of Booster events, although deposited in the BOOSTERS account, shall be separately tracked as “encumbered or restricted funds” for each sports/program team. Expenditures from these encumbered funds must be requested through the funds request process by the Team’s Head coach. No team or committee shall submit a payment request which exceeds the amount of funds available at the time of the request in the team/program encumbered funds account. The Board may decline a request for funds if the team balance is inadequate to cover the funds requested.

- 1) Funds disbursed to any athletic team/individual athlete shall also meet Michigan High School Athletic Association (MHSAA) guidelines or the specific team/club’s governing body regarding gifting.

Section 10.03 Funds raised by the BOOSTERS that have a specific advertised purpose, shall be deposited (and separately tracked) in the BOOSTERS’ general fund to ensure that it is disbursed for the advertised purpose and to safeguard the integrity of the BOOSTERS and Oxford Community Schools.

Section 10.04 Funds raised can only be directed to an approved Oxford team/program, or to the Athletic Department. All requests to direct money elsewhere must have prior approval of the Board.

Section 10.05 Any interest generated by the investment of the BOOSTERS general funds and/or encumbered funds, in an approved financial institution, will be deposited into the BOOSTERS’ general fund.

Section 10.06 The BOOSTERS shall comply with the recommendations for financial and money-handling matters published by the Oxford Board of Education.

Section 10.07 Corporate monies. Any member having in his/her possession money belonging to the BOOSTERS shall remit this amount to the Treasurer at the earliest time reasonable.

Section 10.08 Contracts. The Board may authorize any officer or agent of the BOOSTERS to enter into any contract or execute and deliver any instrument on behalf of and in the name of the BOOSTERS and such authority may be general or confined to specific instances.

Section 10.09 Check and Drafts. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the BOOSTERS shall be signed by the Treasurer or an authorized signer on the account.

Section 10.10 Deposits. Any funds of the BOOSTERS not being used in any other manner for the benefit of the BOOSTERS shall be deposited to the credit of the BOOSTERS in any such banks, trust companies or other depositories the Board may select.

Section 10.11 Loans. No loan shall be contracted on behalf of the BOOSTERS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 10.12 Bank Accounts, Minutes and Records. Except as otherwise provided by law, the BOOSTERS:

- 1) Shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the BOOSTERS.
- 2) Shall maintain appropriate accounting records.
- 3) Shall keep a copy of the following records at its principal office:
 - a. The Articles or Restated Articles as amended;
 - b. The Bylaws or Restated Bylaws, as amended;
 - c. A copy of the BOOSTERS' IRS Form 1023 Application for Tax Exempt Status and application narratives, attachments, amendments, as well as IRS prosecution letters and the BOOSTERS' responses to the prosecution letters in connection with its Form 1023 application;
 - d. A copy of the BOOSTERS IRS Determination Letter granting 501(c)(3) Tax Exempt Status;
 - e. The BOOSTERS financial statements for the past three (3) years;
 - f. The BOOSTERS tax returns (IRS 990 or other tax filings required by applicable law and regulation) for the past seven (7) years;
 - g. A list of the names and addresses of the current Board members of the BOOSTERS;
 - h. The BOOSTERS most recent annual report delivered to the State of Michigan.
 - i. Conflict of Interest statements shall be signed annually by each officer and standing committee chairperson and kept on file with the Secretary.

ARTICLE XI – REPRESENTATIVES AND AGENTS

Section 11.01 Appointment of Agents. Representatives and Employees. The Board may appoint such other agents and representatives with authority to perform such acts or duties on behalf of the BOOSTERS as the Board may from time to time delegate, so far as may be consistent with the Articles of Incorporation, Bylaws and permitted law. These representatives or agents shall have no voting privileges.

Section 11.02 Compensation. The Board or the Executive Board shall establish salary ranges and guidelines for other compensation for the employees, representative and agents of the BOOSTERS. When authorized by the Board, a person may be reasonably compensated or reimbursed for services rendered to or monies paid on behalf of the BOOSTERS as an employee, agent or independent contractor.

ARTICLE XII – FISCAL YEAR

Section 12.01 Fiscal Year. The BOOSTERS fiscal year shall begin on the first day of July and end on the 30th day of June of each and every year.

ARTICLE XIII – INDEMNIFICATION

Section 13.01 Indemnification: Third Party Action, Action By or In Right of the BOOSTERS. Every member of the BOOSTER'S Board of Directors, officer or employee of the corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened pending or completed action, suit or proceeding to which she/he may become involved by reason of his/her being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Section 13.02 Insurance. The Board may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is an officer, employee, volunteer or agent of BOOSTERS against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the BOOSTERS would have power to indemnify him or her against such liability under Section 13.01 of this Article.

ARTICLE XIV – AUTHORITY, LIMITATIONS ON AUTHORITY AND PROHIBITIONS

Section 14.01 Prohibition against Sharing in Corporate Earnings. No officers, employee or any other person connected with the BOOSTERS or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the BOOSTERS, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the BOOSTERS in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the BOOSTERS.

Section 14.02 Investments. The BOOSTERS shall have the right to retain all or any part of the securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions, provided however, that no action shall be taken by or on behalf of the BOOSTERS which would jeopardize the BOOSTERS tax exemption under Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or if such action is prohibited by these Bylaws.

Section 14.03 Maintenance of Exempt Status. Notwithstanding any other provision of these Bylaws, no officer, employee or representative of the BOOSTERS shall take any action or carry out any activity by or on behalf of the BOOSTERS not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Section 14.04 Limitations on Political Activities. No part of the activities of the BOOSTERS shall be the carrying out of propaganda or otherwise attempting to influence legislation, and the

BOOSTERS shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XV – CONFLICT OF INTEREST POLICY

Section 15.01 Purpose. The purpose of the conflict of interest is to protect this tax-exempt organization's (BOOSTERS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of a committee with governing board delegated powers 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.

Section 15.02 Definitions.

- 1) Interested Person. Any elected or appointed 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;
- 2) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a) An ownership or investment interest in any entity with which the BOOSTERS has a transaction or arrangement;
 - b) A compensation arrangement with the BOOSTERS or with any entity or individual with which the BOOSTERS has a transaction or arrangement; or
 - c) A potential ownership or investment interest in or compensation arrangement with, any entity or individual with which the BOOSTERS 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 section 15.03, paragraph 2, a person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.

Section 15.03 Procedures.

- 1) **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 officers and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2) **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 Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board shall decide if a conflict of interest exists.
- 3) Procedures for addressing the conflict of interest.
 - a) An interested person may make a presentation at the board 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.
 - b) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the Board shall determine whether the BOOSTERS 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.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority

vote of the disinterested officers whether the transaction or arrangement is in the BOOSTERS 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.

- 4) Violations of the conflict of interest policy.
 - a) If the Board 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.
 - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action to include removal from office.

Section 15.04 Records of proceedings. The minutes of the Board and all committees shall contain:

- 1) 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 Board's decision as to whether a conflict of interest in fact existed.
- 2) 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

Section 15.05 Compensation. All elected and appointed officers and all committee chairpersons shall be volunteer and receive no compensation.

Section 15.06 Annual Statements. Each member of the Executive Board, Standing committee chairperson and Special Event committee chairperson shall annually sign a statement which affirms such person:

- 1) Has signed a copy of the conflict of interest policy;
- 2) Has read and understands the policy;
- 3) Has agreed to comply with the policy;
- 4) Understands the BOOSTERS 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.

Section 15.07 Periodic Reviews. To ensure the BOOSTERS 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:

- 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- 2) Whether partnerships, joint ventures and arrangements with management organizations conform to the BOOSTERS 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.

Section 15.08 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 15.07, the BOOSTERS may use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Section 15.09 The accounting records of the BOOSTERS shall be audited yearly, between the May and June meetings, by two members of the BOOSTERS. Any member, Board member, or Officer with the exception of the President and Treasurer, may serve as an auditor.

ARTICLE XVI – AMENDMENT OF THESE BY-LAWS

Section 16.01 Amendments to the By-laws can be submitted in writing by current active members. Notice of the amendments shall be publicized by direct mail, e-mail to the membership or posted on our website for a minimum of 2 weeks prior to the meeting on which amendments shall be voted on.

Section 16.02 Amendments may be adopted at any meeting by a 2/3 majority of those members voting.

ARTICLE XVII – DISSOLUTION

Section 17.01 Dissolution of the entity.

- 1) In the event the BOOSTERS is not qualified under Section 501(c) (3) of the Internal Revenue Code, then should the BOOSTERS cease to operate as a legal entity, all of the assets and cash, less committed liabilities, will be distributed to the Oxford Community Schools Athletic department and to all active athletic teams and within the high school and middle schools within the Oxford Community School District. Fifty (50) percent of the funds will be distributed to the Athletic Director to use at his/her discretion. The remaining fifty (50) percent distribution to the teams will be calculated in the following manner; the total sum of the BOOSTERS ending cash balance, including assets converted to cash, divided by the total of all Oxford athletes (high school and middle school) participating in the previous sport season as determined by ending varsity, junior varsity, freshman, and middle school rosters prior to the BOOSTERS dissolution. Example: \$30,000 available. \$15,000 to the Athletic Director's fund. \$15,000 divided by 750 athletes participating in the prior sports seasons equals \$20.00 dollars per athlete given to each team based upon their athlete roster totals. Once distributed, the funds can be used at the discretion of the team's Head Coach and/or duly authorized designate, in the spirit of the BOOSTERS mission for the purpose of promoting athletics within the Oxford Community Schools in an atmosphere that is consistent with the educational philosophy of the school community.
- 2) In the event the BOOSTERS is qualified under Section 501 (c)(3) of the Internal Revenue Code, then upon dissolution, all of the remaining assets and property of the BOOSTERS shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a State, or local government for a public purpose, subject to the approval of a court of competent jurisdiction within the State of Michigan.

Certification

I, the undersigned, hereby certify that I am the duly elected President of the Corporation and the foregoing is a true and correct copy of the resolution adopted by the Board of Officers of the Oxford Wildcat Boosters Club, Inc. on this the 4th day of March, 2019.

Mark Stepek
President

Amanda Bukoski
Secretary