

**BY-LAWS  
OF  
PAW PAW REDSKIN ATHLETIC BOOSTER CLUB, INC.**

**ARTICLE I  
Name**

Section 1.01: Name of the Corporation.

The name of the corporation shall be Paw Paw Redskin Athletic Booster Club, Inc.

**ARTICLE II  
Purposes and Activities**

Section 2.01: Purposes of the Corporation.

The purpose or purposes for which the corporation is organized are as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 concerning fundraising and potential distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, more specifically described as follows:

- A. Complementing the Athletic Department by supporting, encouraging and promoting athletic programs at Paw Paw Public Schools.
- B. Establishing property communication and relationships between parents, the community, athletes, students and the Athletic Department.
- C. Initiating and supporting worthwhile fundraising projects for the sole purpose of enhancing the facilities, equipment and programs sponsored by the Athletic Department.
- D. Encouraging and stimulating good sportsmanship and better understanding of athletics, rules, objectives and attitudes.

Section 2.02: Restrictions on Activities.

- A. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or (3) by a nonprofit corporation organized under the laws of the state of Michigan pursuant to the provisions of Act 162, Public Acts of 1982, as amended.
- B. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, board, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth in Article II hereof.
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.
- D. To be a member of the Paw Paw Redskin Athletic Booster Club Inc. you must have a current or graduated student from Paw Paw Public Schools.

### **ARTICLE III**

#### **Board of Directors**

##### Section 3.01: Powers and Duties of the Board of Directors.

All the rights, powers, duties and responsibilities relative to the management and control of this corporation's property and affairs are vested in the Board of Directors. These powers exist in the Directors meeting as a group and not in individual Directors except as delegated by the Board of Directors. The Directors have a duty to exercise reasonable care and prudence in the administration of the affairs of this corporation and are responsible to disburse the funds and property received by the corporation only for the purposes for which they were received. The Board of Directors shall require yearly accounting of all funds disbursed by the corporation. Board of Directors that have access to the Booster bank account cannot be related or married due to conflict of interest.

##### Section 3.02: Number of Directors, Classification and Term of Office.

- A. The business and affairs of the corporation shall be managed by the Board of Directors.
- B. The number of Directors shall be seven (7); but the number may be changed from time to time by the amendment of these By-Laws. The first Board of Directors shall hold office until the first annual meeting of the Board of Directors. At the first meeting of the Board of Directors, and at each annual meeting thereafter, the Board of Directors shall elect its officers to hold office until the succeeding annual meeting. A Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal.

Section 3.03: Nomination of Directors.

Nominations for Board of Director positions will occur at the monthly meeting during the month of April. All Board of Director positions are open for nominations whether they are currently filled or not.

Section 3.04: Voting for the Election of Directors.

For the election of new Directors at the Annual Meeting of the Board of Directors, each Director may cast as many votes as there are positions to be filled, and the nominees receiving the greatest number of votes shall be named to the Board of Directors. If there is a tie for a position, then a new vote shall be taken between the nominees who are tied for that position.

Section 3.05: Annual Meeting of the Board of Directors.

The Board of Directors shall meet for its Annual Meeting on the first (1<sup>st</sup>) Monday of May each year. At this meeting reports shall be presented by the officers, new Directors shall be elected, and the newly constituted Board of Directors shall elect its officers for the next year. Notice of the annual meeting shall be posted for members and for the general high school parent population at least ten (10) days before the day of the meeting and shall state the time, place and a tentative agenda.

Section 3.06: Regular Meetings of the Board of Directors.

The Board of Directors shall meet on the first (1<sup>st</sup>) Monday of each month. Notice of regular meetings changes will be posted on Paw Paw Public School website and Paw Paw Public High School announcements at least ten (10) days before the day of the meeting and shall state the time and place.

Section 3.07: Special Meetings of the Board.

Special meetings of the Board of Directors may be called at any time by the Chairperson or by one-third of the Directors. Notice of special meetings shall be given by mail, or by such other means as the Chairperson deems appropriate, at least three (3) days before the day of the meeting and shall state the time, place and an agenda.

Section 3.08: Waivers of Notice.

The actions of the Board of Directors at any meeting shall be valid notwithstanding the lack of notice regarding the meeting to any Director, if that Director consents to the lack of such notice in writing before or after the meeting or by his or her presence at the meeting.

Section 3.09: Organization and Conduct of Board of Director Meetings.

The Chairperson, or in his or her absence the Vice-Chairperson, shall preside over each meeting of the Board. The meetings may be conducted either informally or by Robert's Rules of Order at the discretion of the presiding officer unless the majority of those present request that Robert's Rules of Order be followed. The Secretary shall record the minutes of the meeting.

Section 3.10: Quorum.

A quorum shall consist of at least fifty-one percent (51%) of the members of the Board of Directors. The presence of a quorum, in person, shall be necessary for the conduct of business.

Section 3.11: Voting.

- A. Any person attending a minimum of three (3) regular meetings within a six (6) month period will become a voting member.
- B. Voting privileges will be revoked to any member if six (6) consecutive meetings are missed.
- C. Except as otherwise provided by these By-Laws or by statute, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at the meeting. The presiding officer shall not vote unless there is a tie vote.

- D. No Director shall cast a vote on the provision of service by that member (or any organization which that member directly represents) or vote on any matter which would provide direct financial benefits for that Director.
- E. Any Director who will be absent from a meeting may leave with the presiding officer a written vote upon those matters known to be on the agenda. Such written vote shall be counted provided a quorum was present at the time of the voting. Such vote may include an explanation, if the Director chooses, which shall be read by the presiding officer before the vote is taken.

Section 3.12: Dismissal for Cause.

- A. Any Director may be removed at any time by the affirmative vote of two-thirds of all Directors provided the notice of the meeting specified the proposed removal.
- B. A Director who misses three (3) consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation through another Director of the Board prior to such meetings may be removed by the affirmative vote of a majority of the Directors present at a meeting.

Section 3.13: Resignation of Directors.

Any Director may resign at any time by delivering a written resignation to the Chairperson or the Secretary. The acceptance of such a resignation shall not be necessary to make it effective, unless acceptance is made a condition of the resignation.

Section 3.14: Vacancies on the Board.

Vacancies on the Board of Directors may be filled at any regular meeting of the Board of Directors for the remaining term of the vacated position.

## **ARTICLE IV Volunteers**

Section 4.01: Non-director Volunteers/Non-trustee Volunteers.

A non-director volunteer/non-trustee volunteer is an individual, other than a volunteer director, volunteer trustee, or volunteer officer, performing services for the corporation who does not receive compensation or any other type of consideration for

the services other than reimbursement for expenses actually incurred.

Section 4.02: Volunteer Director/Volunteer Trustee/Volunteer Officer.

An individual who is a member of the Board of Directors, Board of Trustees, or an Officer of the corporation and who does not receive compensation or any other type of consideration for services other than reimbursement for expenses actually incurred.

## **ARTICLE V Officers**

Section 5.01: Titles and Qualifications of Officers.

The principal officers of the corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, Publicity Chairperson, Concession Trustee and Fundraising Chairperson of the Board of Directors. These Officers must be Directors of the Corporation.

Section 5.02: Election and Term of Office.

The Officers shall be elected annually at the Annual Meeting of the Board of Directors. Each officer shall hold office until his or her successor has been elected, or until the officer becomes incapacitated, resigns, or is removed.

Section 5.03: The Chairperson.

The Chairperson shall preside over all meetings of the Club. To preserve decorum, decide all questions of order (subject to an appeal of the members present), and to enforce the bylaws. The Chairperson shall organize all committees and serve as an ex-officio member. In the event the Treasurer is not available, the Chairperson or his/her designee shall be authorized to perform all the duties of the Treasurer.

Section 5.04: The Vice-Chairperson.

The Vice-Chairperson shall assume all the duties of the Chairperson in her or her absence. In the event the office of the Chairperson becomes vacant, the Vice-Chairperson shall succeed to the office for the unexpired term. The voting members shall then elect a successor to the office of Vice-President for the unexpired term at the following regular meeting.

Section 5.05: The Secretary.

- A. Be custodian of all the original records and documents of the Corporation and shall have a copy of the bylaws available for reference at all regular meetings.
- B. Keep the minutes of all meetings of the Board of Directors.
- C. Keep a current list of the Directors and their addresses.
- D. File the Corporation's annual report with the State's Corporate Division, maintain by-laws with yearly elected board of directors. Provide yearly updated by-laws to the lawyer's office and update information on Paw Paw Public Schools website.
- E. Perform all other duties that are incident to the Office of Secretary or that may be assigned by the Board of Directors or the Chairperson and that are not inconsistent with these By-Laws.

Section 5.06: The Treasurer.

- A. Be accountable for the receipt and disbursement of funds or property on behalf of the Corporation and maintain and update debit cards as needed for those Board of Directors assigned with one.
- B. Regularly enter or cause to be entered in the books of the Corporation a complete account of all funds or property received by him or her for the account of the Corporation.
- C. Render a written account of all the Corporation's accounts to the Directors at each regular meeting of the Board. If requested could show verification of balancing to the bank account.
- D. Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any Director (or designee of a Director) upon reasonable request.
- E. File all tax and other financial reports required of the Corporation to maintain 501c3 status.
- F. Perform all other duties that are incident to the office of Treasurer or that may be assigned by the Board or the Chairperson and that are not inconsistent with these By-Laws.

- G. Prepare for an internal audit that will occur in June to be submitted to the Booster Club at the August meeting. Before the annual meeting each year, and immediately upon any change of Treasurer shall deliver to the successor all books, papers and monies held by him or her on behalf of the Corporation.
- H. Audit committee will minimally consist of Chairperson or Vice-Chairperson, concessions trustee and treasurer. Any other board members may attend at their discretion. Notification of date/time and location of audit must be communicated to all holding a seat on the Board of Directors by the treasurer.

Section 5.07: Publicity Chair.

The publicity chairperson shall attend to all advertising, correspondence with the press and all other matters of publicity.

Section 5.08: Concession Trustee.

The Concession Trustee will be responsible for the concession area(s). He or she will plan and purchase necessary inventory, plan and structure pricing, maintain and purchase necessary equipment, will attempt to find designees to manage concession stands and will work with the concession designees to staff each concession stand. Any purchases over fifty dollars (\$50) shall be approved by the board.

Section 5.09: Fundraiser Chair.

The Fundraiser Chair will take charge in efforts to attract money and services needed to carry out the mission of the organization. The Fundraiser Chair may create sub committees that work to achieve this goal. He/she will work with the board to define the funding needs and plan funding activities for the organization. Identify and recruit community members to serve on fundraising committees. Educate the board on the techniques of planned giving, marketing, seeking grants and individual/corporate sponsorships. Encourage the participation of board members and volunteers in fundraising efforts and will work closely with the board to identify and solicit funds from external sources of support.

Section 5.10: Resignation and Removal of Officers.

- A. Any Officer may resign at any time by delivering a written resignation to the Chairperson of the Board, the Vice-Chairperson or the Secretary. The acceptance of any such resignation shall not be necessary to make the same effective.



- B. Any Officer may be removed at any time by a vote of two-thirds of the Directors then in office.
- C. Any vacancy in an office may be filled for the unexpired portion of the term by approval of the Board of Directors, with the exception of the Chairperson, which shall be filled by the Vice-Chairperson.

## **ARTICLE VI**

### **Financial Procedures and Restrictions on Transactions**

#### Section 6.01: Fiscal Year.

The fiscal year of the corporation shall end on June 30th. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared shortly after the end of the fiscal year.

#### Section 6.02: Deposits and Withdrawals of Funds.

- A. All funds of the corporation not otherwise employed shall be deposited in a local bank chosen by the Directors of the Corporation.
- B. Persons in charge (Concession Trustee or its designee) of designated events which generate funds will verify receipts with at least one (1) other member. All verifying parties will sign the deposit slip. The deposit, along with the start-up funds in the cash box will be turned over to either the Concession Trustee, Chairperson or Treasurer of the Corporation within one (1) week of the event or be directly deposited by the concession stand manager or one of the individuals listed above.
- C. All deposit slips will identify the name and date of the event or activity.
- D. Separate deposit slips shall be made for each event that generates funds.
- E. All transactions and/or purchases made on behalf of the Corporation shall clearly designate its purpose through an itemized receipt.
- F. Cash transactions shall only be made on an emergency basis and shall be limited to a maximum expenditure of fifty dollars (\$50). The Chairperson, Treasurer and Concession Trustee will have a debit card with the purpose of making purchases as needed.
- G. The Concession Trustee shall provide the Directors with concession stand updates as needed at the monthly meetings.

- H. Any request(s) for expenditures/reimbursements of funds greater than or equal to two hundred fifty dollars (\$250) shall be submitted at a regular meeting and shall be voted on at least thirty days prior to the expenditure, except those requests made on an emergency basis.

Section 6.03: Loans.

A. No loans or advances shall be granted by the corporation without the authorization of the Board. Each recipient of any such loan must sign a written promise to re-pay the amount received.

B. No officer of the corporation shall procure a loan on behalf of the corporation without the authorization of the Board. Any such authorization may be general or specific and may include authorization to pledge security for the loan or advance.

Section 6.04: Signing Contracts.

The Chairperson of the Board of Directors, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name of the Corporation. The Board of Directors, or the Executive Committee may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of the Corporation, and such authorization may be general or confined to specific instances.

Section 6.05: Compensation of Directors and Employees.

- A. The Board shall fix the salaries and other compensation of the employees or other agents of the corporation.
- B. The Directors of the corporation shall serve, as such, without salary, but the Board of Directors may authorize the payment of reasonable expenses incurred by Directors in the performance of their duties (on a per diem basis) and reasonable compensation for special services rendered by any Director. Except as provided in this Section, no Officer or Director of the Corporation shall receive a salary or any other compensation, directly or indirectly, from the corporation.

Section 6.06: Gratuity Payments.

The Board of Directors will consider gratuity to a Varsity, Junior Varsity or Freshman Assistant Coach upon the Varsity coach's recommendation and with only one gratuity payment allowed per athletic program if the following requirements are met:

- A. Request for a gratuity payment must be submitted verbally or in writing at a regular meeting, thirty (30) days prior to voting on the request.
- B. The above stated request must be accompanied by a letter of approval from either the respective Athletic Director or Principal.

Section 6.07: Request for Equipment

Any request for disbursement of funds greater than or equal to Two Hundred Fifty Dollars (\$250.00) must be submitted at a regular board meeting at least thirty (30) days prior to voting on the request. Further, the coach or other individual who is requesting the disbursement shall present the board with a minimum of two (2) quotes for the equipment.

Section 6.08: Contracts with Officers and Directors.

No Officer or Director of the Corporation shall be interested, directly or indirectly, in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the presence of such Director is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which the contract shall be authorized.

**ARTICLE VII**  
**Sports Passes**

Section 7.01: Qualifications & Eligibility.

- A. All volunteers who have worked a minimum of ten (10) Paw Paw Redskin Athletic Booster Club, Inc., events during a school-year will be eligible for a Free Athletic Pass for the following school year. In lieu of a free pass, the volunteer may elect to apply a \$55 credit towards the purchase price of a family pass.
- B. All Directors as described in Article V qualify and are eligible for a Free Athletic Pass for the following school year. In lieu of a free pass, the Director may elect to apply a \$55 credit towards the purchase price of a family pass.
- C. An adult who takes charge of concessions for one (1) sport and is eligible for (1) a free Athletic Pass for the following school year. In lieu of a free pass, the volunteer may elect to apply a \$55 credit towards the purchase

price of a family pass

Section 7.02: Requirements and Responsibilities.

- A. It is the responsibility of the Concession Trustee or his/her designee to submit a list of volunteers to the Secretary of the Corporation.
- B. It is the responsibility of the Secretary to keep accurate records of attendance at all regular meetings.
- C. Athletic passes will be issued by the Athletic Director.

**ARTICLE VIII**  
**Indemnification**

Section 8.01: Indemnification.

Any person or his or her estate made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Volunteer Officer, Volunteer Director, Volunteer Trustee, Nontrustee Volunteer, or a Nondirector Volunteer, shall not have personal liability to the Corporation or its members or others for monetary damages if all of the following conditions are met:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- B. The volunteer was acting in good faith.
- C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- D. The volunteer's conduct was not an intentional tort.
- E. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Such person(s) shall be indemnified by the Corporation to the extent permitted by MCL 450.2565 in the event that such person becomes a party to civil or criminal proceedings because of his or her actions taken within the scope of what the Corporation has authorized him or her to do. The corporation shall tender a defense and pay any necessary costs which may arise due to such proceedings.

Such indemnification shall not apply in relationship to matters as to which it shall be adjudged by the Court that such Volunteer Officer, Volunteer Director, Volunteer Trustee, Nontrustee Volunteer, or Nondirector Volunteer, is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer, Director, Trustee, Nontrustee Volunteer, or Nondirector Volunteer, may be entitled apart from this Article.

## **ARTICLE IX**

### **Lawsuits**

#### **Section 9.01:** Suit to be in Name of Corporation.

Pursuant to MCL 450.2556, a claim for monetary damages for a volunteer director, volunteer officer, or other volunteer's acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer, or other volunteer. The claim shall be brought and maintained against the corporation provided:

- A. There has not been a breach of the officer's or director's duty of loyalty to the corporation or its members.
- B. The acts or omissions were in good faith and did not involve intentional misconduct or a knowing violation of the law.
- C. The acts or omissions were not a prohibited transaction under MCL 450.2551.
- D. The acts or omissions were not a transaction from which the officer or director derived an improper personal benefit.
- E. The acts or omissions did not occur before January 1, 1988.
- F. The acts or omissions were not grossly negligent.

## **ARTICLE X**

## **Nondiscrimination**

### **Section 10.01:** Nondiscrimination

The members, officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and handicap.

## **ARTICLE XI Dissolution**

### **Section 11.01:** Dissolution and Disposition of Corporate Assets.

In the event of the dissolution of the corporation, the assets, real and personal, shall be distributed to one or more organization which are justified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or their corresponding provisions of the future United States Internal Revenue Code.

The Board of Directors serving at the time of dissolution shall designate the organization or organizations which shall receive these assets and the proportion of these assets to be turned over to each beneficiary. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the corporation is then located.

## **ARTICLE XII Amendments**

### **Section 12.01:** Amendment of By-Laws and Articles of Incorporation.

The By-Laws and Articles of Incorporation of this Corporation may be amended by a two-thirds majority of the total membership of the Board of Directors at any meeting of the Board of Directors, provided either the proposed amendment was included in full in the notice or waiver of notice for the meeting, or the proposed amendment was read at the preceding meeting and was summarized in the notice of the meeting in which it shall be voted upon.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of Paw Paw Redskin Athletic Booster Club, Inc., does hereby certify that the foregoing By-Laws are duly adopted by the members of said Corporation, as By-Laws of said Corporation, on the 5 day of Januaray, 2015, at a duly called and constituted meeting of the members, and that they do now constitute the By-Laws of said Paw Paw Redskin Athletic Booster Club, Inc.

Paw Paw Redskin Athletic Booster Club, Inc.  
a Michigan non-profit corporation

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Melisa Burch, Chairperson

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Ashley Bowen, Vice-Chairperson

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Trish Downard, Treasurer

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Jessica Wressel, Secretary

\_\_\_\_\_  
Brenda Atkinson, Publicity Chair

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\_\_\_\_\_  
Kellee Davis, Concession Trustee

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Andrea Toliver, Fundraising Chair