

**Bylaws of
The Sandwich Sports Boosters Club, Inc.
Sandwich High School – Sandwich, IL
REVISED 3/23**

PREAMBLE

The Sandwich Sports Boosters Club, Inc. is an organization of individuals dedicated to the goal of making the Sandwich High School interscholastic sports programs successful at all levels. This organization shall aid and assist the Sandwich athletic program within its means, in the extension and development of all athletic programs. Assistance will be provided, in conjunction with school administration, in the acquisition of special athletic equipment or facilities and scholarships as recognition of athletic achievements by our community's athletes. The Boosters Club is an Illinois Not-For-Profit Corporation and shall obtain a Federal Employer Identification Number and maintain same on record with the Sandwich High School.

ARTICLE I – NAME OF ORGANIZATION

The name of the organization is the Sandwich Sports Boosters Club, Inc. and hereinafter will be referred to as the Boosters Club. The Boosters Club has been organized under the auspices of the Sandwich CUSD #430, and is held accountable to all local, state and federal regulations, policies and laws including Title IX.

ARTICLE II – PURPOSE

The purpose of the Booster Club is to conduct fundraising activities/efforts to financially support the interscholastic athletic programs of the Sandwich High School through the purchase of equipment, supplies and facilities. It is contrary to the purpose of this organization to interfere or intervene in the administration of the school curriculum or athletic programs and its coaching philosophies or techniques.

ARTICLE III – FISCAL YEAR

The fiscal year of the Boosters Club will be a twelve-month period beginning July 1 and ending on June 30 of each year.

ARTICLE IV – MEMBERSHIP

Membership criteria and dues shall be evaluated yearly by the executive committee with input from a membership advisory committee and announced by no later than July 1.

ARTICLE V – MEETING OF MEMBERS

- A. *Regular Meetings* – Regular meetings of the members shall be held monthly, on the first Wednesday in the Sandwich High School Cafeteria or other designated location beginning at 6:30 pm.
- B. *Special Meetings* – Special meetings may be called by the President, a simple majority of the board of directors or a request made in writing by ten percent (10%) of the members.

ARTICLE VI – BOARD OF DIRECTORS

- A. The Boosters Club shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Boosters Club.
- B. The members of the Board of Directors shall, upon election, immediately enter upon the

performance of their duties and shall continue in office until their successors shall be duly elected and qualified. If thirty percent (30%) of members request to be on an advisory committee, the board will schedule a special meeting before voting.

- C. No two members of the Board of Directors related by marriage/domestic partnership may serve on the Board of Directors at the same time.
- D. Each member of the Board of Directors shall attend at least eight (8) monthly meetings per year.
- E. Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in this document shall automatically forfeit their seat on the Board. The Secretary shall notify the person in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy.
- F. Whenever any vacancy occurs in the Board of Directors, it shall be filled without delay by a majority vote of the Board of Directors at a regular meeting.
- G. Members of the Board of Directors shall not receive any compensation for their services as Directors.
- H. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organizations' purposes or can reasonably be expected to benefit the organization. Directors shall use discretion and good business judgment in discussing the affairs of the organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers, and the purpose and function of the organization, including but not limited to accounts of deposit in financial institutions.
- I. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.
- J. Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of 2/3 of the membership if, in their judgment, the best interest of the organization would be served thereby. Each member of the Boosters Club must receive written notice of the proposed removal at least seven (7) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from that office.
- K. An officer may resign by written notice to the Boosters Club. The resignation is effective upon receipt by the Boosters Club or a subsequent time as set forth in the Notice of Resignation.
- L. In the event of a vacancy of the President, the Vice-President shall serve as President as such time a special election is held to fill the vacant position. In the event of a vacancy of the treasurer, the duties of the treasurer shall be assumed by the President or their member appointee until such time as they are approved by a majority vote of membership.

ARTICLE VII – OFFICERS

Section 1 - The Boosters Club Board of Directors shall consist of the following:

- A. **President** – Prepare an agenda one week prior to the next scheduled meeting of the membership. Preside at all meetings of the Boosters Club and of the Board of Directors. Serve as the liaison between the Boosters Club, high school, school board and Athletic Director and any community organizations. Member of the Executive Committee.
- B. **Vice-President** – Shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall, from time to time, perform other duties as determined by the Board of Directors. Member of the Executive Committee.
- C. **Secretary** – Act as custodian of the Boosters Club records, except accounts used by the Treasurer. Conduct the official correspondence of the Boosters Club and maintain a file for all such correspondence. Keep records of all meetings of the Boosters Club and perform such other duties as directed. Post a notice of meetings, along with the minutes from the previous month's meeting, on the Boosters Club website no later than seven (7) days prior to the monthly meeting. In the absence of the secretary, the president shall designate a member to take the minutes of the

meeting. Post minutes no later than one week prior to the next scheduled meeting. Member of the Executive Committee.

- D. **Treasurer** – Act as custodian of all funds. Keep books and accounts of receipts/expenses according to common accounting practices. Prepare and present a financial report at monthly meetings. Deposit all money in an account in the name of the Sandwich Sports Boosters Club, Inc. All checks must be signed by two (2) Board Members. All unbudgeted expenditures, in excess of \$100.00, must have prior Board approval. Prepare a budget for review and approval at the April meeting each year by membership. Member of the Executive Committee.
- E. **Committee Directors** shall take the leadership role for their designated committee and provide progress updates at each monthly meeting. If a director cannot attend the meeting, they are responsible for assigning someone to attend in their place and provide updates. They will submit action plans and budget projections to the executive committee for approval before implementation. They also assign roles within their respective committee. All directors are members of the Board of Directors with a 1-year term and have voting rights.
- F. **Ex-Officio Officers** – At the determination of the Board of Directors, the immediate past president, high school and middle school principals and athletic directors may act as ex-officio officer of the Boosters club. Ex-officio officers are advisory, non-voting members.

Section 2 – Election of Officers:

Officers shall be elected by a majority vote of members present at the June meeting. All officers shall serve a two-year term beginning July 1 and ending on June 30 and may be re-elected for subsequent two-year terms.

ARTICLE VIII – COMMITTEES

The Board of Directors may create committees as needed and will appoint all Directors.

- A. **Executive Committee** – The Executive Committee shall consist of all officers and shall act on procedural matters brought to its attention by any officer. The president is the chairperson of this committee.
- B. **Membership Committee** – The Membership Committee shall be responsible for securing new members, maintaining current memberships and issuing a paid membership list to the Board of Directors. All committee purchases must have the approval of the Board of Directors.
- C. **Sponsorship Committee** – The Sponsorship Committee shall be responsible for reaching out to the community with sponsorship opportunities, onboarding sponsors and maintaining relationships with them to fulfill the Boosters commitment. The director shall submit a written report of new sponsors, income and expenses to the Board of Directors at the monthly meetings. All sponsorship tiers and committee purchases must have the approval of the Board of Directors.
- D. **Concessions Committee** – The Concessions committee will be responsible for the purchase of all concession stand supplies, determining menu items and organizing volunteers. The director shall submit monthly updates at booster meetings and a written report to the Board of Directors detailing income and expenses. All committee purchases must have the approval of the Board of Directors.
- E. **Fair Stand Committee** – The Fair Stand committee will be responsible for the purchase of all fair stand supplies, securing insurance, organizes all volunteers, and making sure the President signs the fair stand contract. The director shall submit monthly updates at booster meetings and a written report to the Board of Directors detailing income and expenses at the conclusion of the Fair season. All committee purchases must have the approval of the Board of Directors.
- F. **Events Committee** – The Events committee will be responsible for the coordination of events, securing insurance, if needed, and organizing all volunteers. The director shall submit to the Board of Directors a written report detailing income and expenses at the conclusion of each the event. All committee purchases must have the approval of the Board of Directors.

- G. **Spiritwear Committee** – The Spiritwear Committee will be responsible for the purchase of all fundraising sportswear/supplies. The director shall submit to the Board of Directors a written report detailing income and expenses on a regular basis. All committee purchases must have the approval of the Board of Directors.
- H. **Communication and Promotion Committee** – The Communication and Promotion Committee shall work to maintain a social media presence and promote initiatives in the community for the benefit of the Boosters Club. This committee is also responsible for updating the website with current information. All committee purchases must have the approval of the Board of Directors.
- I. **Program Committee** – The Program Committee shall be responsible for putting together programs for the Fall, Winter & Spring sports to be distributed at home events. The director shall submit to the Board of Directors a written report detailing all expenses for the publication of the program. All committee purchases must have the approval of the Board of Directors.
- J. **Parent Representatives** – The Parent Rep committee is responsible for maintaining a list of parents that will represent a particular sport. The Parent Rep will be responsible to attend all Boosters Club meetings, be a liaison between the sport’s coach and the Boosters Club and to help promote fundraising activities for their sport. Representatives are not to approach the Boosters Club for funds. This shall be done by the Head Coach through the Athletic Director. All committee purchases must have the approval of the Board of Directors. Board members may represent a sport if they so desire.
- K. **Advisory Committees** – Advisory committees shall be formed on an “as needed” basis when at least thirty 30% of member request it or as the Board of Directors deems necessary.

ARTICLE IX – AMENDMENTS & RULES

The Boosters Club shall be administered and regulated by these bylaws and any Rules & Regulations as deemed appropriate by the Board of Directors. These bylaws may be amended from time to time by a majority vote of the Board of Directors. The meetings shall focus on Booster related activities, not athletic policies, coaching decisions, or other non-Booster Club related items.

ARTICLE X – NOTICE OF MEETINGS

Written notice of all regular meetings shall be given not less than fifteen (15) days nor more than forty (40) days prior to the date of the meeting. Notice of any special meeting shall be given in writing by email, fax or personal delivery at least three (3) business days prior to such meeting.

ARTICLE XI – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 – Contracts

The Board of Directors may authorize any officer(s), agent(s) to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Boosters Club up to \$250 and such authority may be general or be confined to specific instances.

Section 2 – Loans

No loan shall be contracted on behalf of the Boosters Club and no evidence of indebtedness shall be issued in its name unless initiated and authorized by the Board of Directors.

Section 3 – Checks, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Boosters Club shall be signed by and officer(s), agent(s) of the Boosters Club and in such manner as shall from time to time be determined by the Board of Directors.

Section 4 – Deposits

All funds received by the Boosters Club shall be deposited to the credit of such depositories as the Board of Directors may select.

Article XII – CONFLICT OF INTEREST

Section 1 – Purpose

The purpose of the conflict of interest policy is to protect the Sandwich Sports Boosters Clubs interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer/director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions

- A. Interested Person – Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Boosters Club has a transaction or arrangement,
 - 2. A compensation arrangement with the Boosters Club or with any entity or individual with which the Boosters Club has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Boosters Club 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. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict exists.

Section 3 – Procedures

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers consider the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest.
 - 1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The director of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 2. After exercising due diligence, the board or committee shall determine whether the Boosters Club 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.
 - 3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Boosters Club best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violation of the Conflicts of Interest Policy

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

Section 4 – Records of Proceedings

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

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

Section 5 – Compensation

Compensation is not given to the Boosters Club Board of Directors.

Section 6 – Annual Statements

Each officer of the Board of Directors and members of a committee with governing board delegated powers of the Boosters Club, shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Boosters Club 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 7 – Periodic Reviews

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

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations
- C. conform to the Boosters Club written policies, are properly recorded, and 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 8 – Use of Outside Experts

When conducting the periodic reviews, the Boosters Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII – INDEMNIFICATION

Section 1 – General

To the full extent authorized under the laws of the State of Illinois, the corporation shall indemnify any director, officer, employee or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporations request as a director or officer of another corporation (each of the foregoing members, directors, officer, employees, agents, and person is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such a member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2 – Expenses

Expenses (including reasonable attorney’s fees) incurred in defending a civil or criminal action, suit, or proceeding may be by the Boosters Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3 – Insurance

The corporation will purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIV – BOOKS AND RECORDS

The Boosters Club shall keep complete books and records of account and minutes of the proceedings of the Board of Directors meetings, any special meetings and membership meetings. A copy of all records shall be sent to the High School office by June 1 of each year for safekeeping.

ARTICLE XV – AMENDMENTS

Section 1 – Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by email or at least five (5) days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2 – Bylaws

The Board of Directors may amend these Bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each officer within the time and the manner provided for the giving of notice of meetings.

ARTICLE XIV – DISSOLUTION

Before the dissolution of the Corporation can occur, the Board of Directors must seek mediation from the school administration. If a resolution cannot be agreed upon by the Board of Directors, membership and school administration, the Board of Directors shall, after paying or making provision for the payment of

all of the liabilities of the Corporation, convey all of the assets of the Corporation to the Sandwich High School athletic department or another 501(c)(3) local sports organization as determined by a majority vote of the Board of Directors.

We, the undersigned, are all of the Directors of this Corporation, and we consent to and hereby do, adopt the foregoing Bylaws, consisting of 12 pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2023.

Rebecca Cassie – President

Heather Roop – Vice President

Holly Michael – Treasurer

Becky Frieders – Director