



## **SKYLINE ATHLETIC BOOSTER CLUB**

### **BYLAWS AND POLICIES**

#### Conflict of Interest Policy

All Directors must serve without compensation or private inurement to himself. No private inurement may result from acquisitions of property or services, from partnership or joint venture arrangements or management service organizations, from agreements to provide charitable services and agreements. No agreement or arrangement may result in use, benefit or advantage or other impermissible private benefit to a board member.

Any possible conflict of interest with respect to any issue on the part of any Director shall be disclosed to the other Directors prior to any discussion or action by the Board or a committee of the Board where the issue could become a matter of action. Disclosure may be made verbally to all Directors or by way of an annual report of affiliations. A conflict of interest shall be made a matter of record.

Any Director who has a possible conflict of interest with respect to any matter shall not participate in the discussion on the transaction or arrangement that results in a conflict of interest. In addition, the Director may neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the Director's abstention from participation.

Although a Director with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the Director shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of the Corporation.

The President will circulate to all Directors an annual questionnaire at the August board meeting and other forms as may be necessary to further compliance with this Conflict of Interest Policy.

If the board or committee has reasonable cause to believe that 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. The board may hold a further investigation and if deemed necessary shall take disciplinary or corrective action under Section 2.4 "Suspension of Membership" of the Bylaws.

Adopted: \_\_21\_\_ Day of October, 2008

Bylaws of Skyline Athletic Booster Club (amended and adopted August 2014)

## **ARTICLE 1 – GENERAL PROVISIONS**

### **1.1 Name**

The name of the organization is the “Ann Arbor Skyline Athletic Booster Club,” (“SABC” or the “Club”) and it will be designated as such in its Articles of Incorporation.

### **1.2 Office**

The registered office of the organization shall be as designated by the Board by majority vote at any Board meeting at which a quorum of the Board shall be present. The address of the registered office is: 2552 N. Maple Rd, Ann Arbor, MI 48103.

### **1.3 Fiscal Year**

The fiscal year of the Club shall commence on the first day of July of each year and shall terminate on the last day of June of each year.

### **1.4 Defined Terms**

As used herein, the term “Club” shall refer to the Ann Arbor Skyline Athletic Booster Club. The term “Skyline Boosters” may be used by the Club as a designation for the Club. As used herein, the term “Board” shall refer to the Board of Directors of the Club.

## **ARTICLE 2 – MEMBERSHIP**

### **2.1 Classes of Membership**

There shall be four classes of membership in the Club. These classes are as follows:

**Staff Membership.** A staff member is a coach, teacher, or staff member who is employed at Ann Arbor Skyline High School and is approved by the Principal of Ann Arbor Skyline High School.

**Regular Membership.** A regular member is any person who is a parent or legal guardian of any student athlete of Ann Arbor Skyline High School.

**Community Membership.** A community member is any person who is supportive of Skyline athletics in the local community, a former Skyline student or athlete, or is a parent of a former or future Skyline High School student athlete.

**Student Membership.** A student member is any current student athlete attending or competing for Ann Arbor Skyline High School.

### **2.2 Voting Rights**

Only Regular Members of the Club and the Board of Directors shall have voting rights with respect to any general membership meeting or other business of the Club which are set forth in these Bylaws.

Only the Board of Directors has voting rights at regular or special board meetings as set forth in these Bylaws.

### 2.3 Nondiscrimination

Membership as a Staff, Regular, Community, or Student Member in the Club and participation in its affairs shall be open to any person without regard to religion, race, color, sex, national origin, age, marital status, sexual orientation, handicapping condition or other legally prohibited factors.

### 2.4 Suspension of Membership

The Board, after due deliberation, may restrict, suspend, or terminate the membership of any member, whether a Staff, Regular, Community, or Student Member, for good cause, including, but not limited to, conduct which, in the judgment of the Board damages the Club's spirit of harmonious association or brings disrepute, scorn, or contempt of the Club.

## **ARTICLE 3 – PURPOSE AND OBJECTIVES OF THE CLUB**

### 3.1 Purpose

The purpose of the Club is to promote and support student athletic programs, participation, development, and fitness at Ann Arbor Skyline High School in an atmosphere that is consistent with the educational philosophy of the school community.

### 3.2 Objectives

The objectives of the Club are as follows:

to encourage and support the academic endeavors of Skyline student athletes;

to develop an organization with an active and involved membership that is concerned with the total athletic program and with all of its participants regardless of sex, race or socio-economic status;

to promote sportsmanship and leadership through a positive example by all students, competitors, and Club members;

to provide supplementary financial support for various Skyline athletic activities and for new or improved facilities;

to organize, stage, and assist other athletic organizations with special events or projects;

to aid, support, and work together with local school systems and city recreation departments in the areas of athletic sports promotion, publicity, and program development;

to encourage and support the participation of Skyline student athletes in local, state, and national events; and

to encourage attendance at all Skyline athletic events.

## **ARTICLE 4 – RIGHTS AND LIABILITIES OF MEMBERS**

### **4.1 Limits of Liability**

No Board of Directors' member, officer, club member, authorized agent, or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club.

### **4.2 Rights of Members**

Regular members and members of the Board of Directors shall have one (1) vote on all matters brought before a vote of the membership. Staff, Community, and Student Members shall have no voting rights. A Community Member or Student Member voted to the Board of Directors has one vote on all matters brought before the Board of Directors or the membership.

## **ARTICLE 5 – MEMBERSHIP MEETINGS**

### **5.1 Annual Meeting**

The Annual Meeting of the membership of the Club shall be held on the third Monday of May at 7 pm at Skyline High School unless otherwise specified by the Board. The purpose of the Annual Meeting shall be to review the activities, financial status, and other affairs of the Club, to elect the Board of Directors and Officers, and to conduct such other business as may properly come before the meeting.

### **5.2 Special Meetings**

A special meeting of the membership of the Club may be called by either the President of the Club, or by a majority vote of the Board, or upon written request of at least twenty-five percent (25%) of the Regular Members of the Club.

### **5.3 Manner of Conducting Membership Meetings**

At any meeting of the membership, the meeting shall be chaired by the President or in the President's absence by the Vice-President. At any meeting of the membership, the attendance of members representing at least 50% of the Skyline athletic teams constitutes a quorum. Only Regular Members and members of the Board of Directors in attendance at the meeting may vote as there shall be no voting by proxy. Robert's Rules of Order or other form of parliamentary procedure shall be recognized as the authority governing the meetings of the membership.

## **ARTICLE 6 – BOARD OF DIRECTORS**

### **6.1 Composition**

The Board of Directors shall consist of the President, Vice-President, the Secretary and the Treasurer, who shall be members of the Board for the duration of their respective terms of office, which is one (1) year, of five (5) At-large Board Members with terms of office of two (2) years duration, and two (2) Student Athlete Board Members with terms of office of one (1) year duration. The Student Athlete Board Members shall consist of one female and one male student athlete. The President, Vice-

President, Secretary, and Treasurer may not serve in the same capacity for more than two consecutive one-year terms. At-large Board Members shall be elected by and from the Regular Membership of the Club at the Annual Meeting provided by Article 5.1 of these Bylaws. A maximum of two (2) Community Members are eligible to serve on the Board of Directors. The term of office of At-large Board Members shall be staggered so that three (3) At-large member shall be elected odd-numbered years and two (2) members shall be elected even-numbered years at the Annual Meeting. In addition to the officers and At-large members, the Athletic Director and High School Principal shall be non-voting members of the Board.

## 6.2 Manner of Election

By no later than the last day of February the President shall appoint an Election Committee of at least three (3) Regular Members. The Election Committee shall solicit eligible candidates from Regular and Community Membership for those seats on the Board of Directors which are to be open by the time of the next Annual Meeting provided for by Article 5.1 of these Bylaws, including, but not limited to, those members of the Board who desire to stand for re-election. Nominees for office must consent to serve if elected. The Election Committee shall report its recommendation to the general membership in writing at least fourteen (14) days prior to the Annual Meeting. Additional nominations for election to the Board may be made by any Regular Member at the Annual Meeting.

Those candidates who receive the most votes from among those Regular Members and Board Members in attendance at the Annual Meeting shall be elected to the Board. If an existing At-large member in the first year of their term is elected to be an officer, an additional At-large Board Member will be elected to fill the remaining term of the At-large member elected as an officer.

The method of selection of the Student Athlete Board Members shall be determined by the Board and the Skyline High School Athletic Director.

## 6.3 Term of Board Members

The term of At-large and Student Athlete Board Members shall commence upon the adjournment of the Annual Meeting provided for by Article 5.1 of these Bylaws.

## 6.4 Vacancies

Any vacancy in the Board caused by the death, resignation or disqualification of a Board Member or Officer shall be filled by a majority vote of the remaining Board Members to serve until the next Annual Meeting provided for by Article 5.1 of these Bylaws. An election will be held to fill the remaining term of any Board Member vacancy at the Annual Meeting as indicated in article 6.2.

## 6.5 Powers of the Board

The Board shall have complete authority for governance of the Club, including, but not limited to, the power to make necessary rules and regulations, assessment of dues, fees and other charges, management of all financial matters, and the conduct of any other matter considered by the Board to

be in the interest of the Club. The Board may establish and appoint members from all categories of membership to any committees it considers necessary to carry out these functions.

#### 6.6 Meetings of the Board

The President, or in his/her absence, the Vice-President, may call a meeting of the Board on three (3) days oral or written notice to each member of the Board. The Board shall meet at least once each month August through May of each year. Notwithstanding the foregoing, a meeting of Board members may be held on the call of the majority of members of the Board, and such meeting shall be held at the time and place designated by such majority, but only after three (3) days oral or written notice to each member of the Board. A quorum for the transaction of business at any meeting of the Board shall consist of fifty percent (50%) of the current Board, excluding any non-voting member of the Board.

#### 6.7 Voting at Board Meetings

Each member of the Board shall have one vote at meetings of the Board. Board Members may not vote by proxy or otherwise designate another person to represent them at any Board Meeting, but may cast a vote if present at the Board meeting. On critical Club business that requires timely Board action between Board Meetings, the Board may conduct a vote using a conference phone call vote or email voting.

#### 6.8 Conflict of Interest Policy

All Board Members must read, accept, and sign the Conflict of Interest Policy attached to these Bylaws as Appendix A.

### **ARTICLE 7 – OFFICERS**

#### 7.1 Qualifications

All Officers of the Club must be Regular or Community Members of the Club.

#### 7.2 Officers

The Club shall have a President, a Vice-President, a Secretary, and a Treasurer. No officer may be the spouse or domestic partner of another officer.

#### 7.3 Vacancies

If the President is unable to complete their Term of Office, the Vice President shall assume position of President for the remainder of the Term of Office. If the Vice President, Secretary, or Treasurer are unable to complete their term or the position of Vice-President becomes vacant because the sitting Vice-President has assumed the position of President, the Board shall select a member of the Board to fill the vacancy of the prior duly elected officer to complete the term of the officer.

#### 7.4 Term of Office of Officers

The term of office of the President, Vice-President, Secretary and Treasurer shall be one year, and shall commence at the adjournment of the annual meeting provided for by Article 5.1 of the Bylaws.

#### 7.5 Manner of Election of Officers

The Election Committee appointed annually pursuant to Article 6.2 of these Bylaws shall also be responsible for soliciting candidates from the Regular for the positions of President, Vice-President, Secretary and Treasurer, including but not limited to, those persons then currently incumbent in those positions who desire to stand for re-election. The Election Committee shall report its recommendations to the Board at the Board meeting immediately prior to the Annual Meeting and to the general membership in writing at least fourteen (14) days prior to the Annual Meeting. Additional nominations for election as an officer may be made by any Regular Member at the Annual Meeting. The election of officers shall precede the election of At-large Board Members at the Annual Meeting. Those candidates who receive the most votes for each position from among those Regular Members and Board Members in attendance at the Annual Meeting shall be elected to that position.

#### 7.6 Duties and Responsibilities of the Officers

The offices shall have the following duties and responsibilities:

**President.** The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board, and shall perform such other duties as generally devolve upon a chief executive officer;

**Vice-President.** The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as may be prescribed by the Board;

**Secretary.** The Secretary shall have the custody and care of the corporate records of the Club, shall keep a true and complete record of the proceedings of all meetings, shall file and take charge of all papers of the Club, and shall perform such other duties as may be prescribed by the Board;

**Treasurer.** The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into possession of the Club, shall maintain a bank account in name of the Club, shall furnish at meetings of the Board and membership, or whenever requested by the Board, a statement of the financial condition of the Club, and shall perform such other duties as the Board may prescribe. The Treasurer shall be familiar with standard accounting practices. The Board of Directors may require that the Treasurer be bonded.

#### 7.7 Execution of Papers

Except as the Board may generally or in a particular case authorize, the execution of any deed, lease, transfer, bond, contract, or any other obligation of the Club shall be signed by both the President and by the Treasurer, and shall be void and of no effect unless so executed.

## **ARTICLE 8 – INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS MEMBERS**

### **8.1 Indemnification**

The club shall indemnify any present or former Officer or Board of Director Member who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an Officer or Director of the Club, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, which are actually and reasonably incurred, if such present or former Officer or Director acted in good faith and in a manner s/he reasonable believed to be in or not opposed to the best interests of the Club or its members, to the extent that the same is not prohibited by Michigan law.

## **ARTICLE 9 – STANDING COMMITTEES AND OTHER POSITIONS**

### **9.1 Standing Committees**

The following Standing Committees are established, subject to change from time to time by the Board of Directors:

Concession Committee. Charged with managing the operation of the Concession stands and all SABC concession activities.

Revenue Committee. Charged with planning and carrying out fund-raising activities for the Club.

Election Committee. Appointed by the President each year in February and serving until the annual election. Charged with nominating candidates for Board and officer positions as referenced in Sections 6.2 and 7.5 of the Bylaws.

Finance Committee. Appointed by the Board to review SABC financials, prepare and track annual budgets, and work with Treasurer in managing the finances of the SABC.

Communications Committee. Appointed by the Board to provide and manage SABC communications with members, student athlete families, and the overall Skyline community.

### **9.2 Committee Membership**

Each Standing Committee shall be composed of a Chair and at least two other persons, all of whom shall be appointed by the President from among the Regular, Staff, Community, or Student membership of the Club. At least one member of each Standing Committee shall be on the Board of Directors.

### **9.3 Committee Meetings**

Each Standing Committee shall meet periodically as needed. A representative of each Standing Committee shall report to the Board at its regular meetings, as requested by the President or the Committee Chair.

#### 9.4 Working Committees

The Board may establish additional Working Committees as deemed necessary to conduct the business of the Club. The Board shall appoint members to Working Committees from among the Regular, Staff, Community, or Student membership of the Club.

### **ARTICLE 10 – FEES AND CHARGES**

#### 10.1 Membership Fees

Membership fees for each membership category may be established by the Board of Directors. Such fees shall become the property of the Club.

#### 10.2 Other Receipts

All fees, donations or other monies received by the Club for any purpose shall be deposited to the credit of the Club in a financial institution selected by resolution of the Board.

#### 10.3 Expenditures

Expenditures approved in the budget or those less than \$5,000 may be made by the approval of the President or Treasurer. All other expenditures may be made only by approval of a majority vote of the members of the Board attending any meeting at which a quorum is present. All checks and drafts issued by the Club shall be executed by the Treasurer, and all checks and drafts issued by the Club in excess of \$10,000 shall be co-signed by the President or the Vice-President in addition to the Treasurer.

### **ARTICLE 11 –ORGANIZATIONAL STATUS AND AFFILIATION**

#### 11.1 Not-For-Profit Organization

The Club shall, at all time, be operated on a non-profit basis. No dividends or other interest in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its member, Officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for service rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes and objectives set forth herein.

#### 11.2 Tax-Exempt Status

No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

**ARTICLE 12 – DISSOLUTION AND DISAFFILIATION**

12.1 Dissolution of the Club

The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of its total Regular Members entitled to vote. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute the corporation’s assets (1) for one or more exempt purposes within the meaning of IRS 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Circuit Court of Washtenaw County, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

**ARTICLE 13 – AMENDMENT OF BYLAWS**

13.1 Amendment of Bylaws

These Bylaws may be amended by a majority of all of the Regular Members, but only after due notice of the proposed amendment(s). “Due notice” for the purposes of this section shall mean the submission of the proposed amendment in writing to the Secretary at least four (4) weeks prior to the Membership Meeting at which the amendments will be voted upon. The amendment(s) will be distributed electronically or in writing to the membership at least (14) days prior to this Membership Meeting.

Amended and Approved:

As of August 26th, 2014

\_\_\_\_\_ Sarah Clark \_\_\_\_\_

President – Signature Printed Name

\_\_\_\_\_ Stuart A. Isaac \_\_\_\_\_

Vice President – Signature Printed Name

\_\_\_\_\_ Ellen Brody \_\_\_\_\_

Secretary – Signature Printed Name

\_\_\_\_\_ Tina Norris \_\_\_\_\_

Treasurer – Signature Printed Name