

WHITTELL BOOSTERS CLUB, INC.

BYLAWS

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ARTICLE I NAME

The name of this Non-Profit 501(c)(3) Corporation shall be the Whittell Boosters Club, Inc. (hereinafter referred to as BOOSTERS).

ARTICLE II OBJECTIVES

Section 1. As a 501(c)(3) non-profit corporation established in 1972, BOOSTERS is an organization independent of Douglas County School District (hereinafter referred to as DCSD) and Whittell High School (hereinafter referred to as WHS), and as such, is outside of the purview of the DCSD and WHS rules, regulations, and policies.

Section 2. The objectives of BOOSTERS are to raise funds for and to support WHS, a grades 7-12 middle/high school, in Douglas County, Nevada.

BOOSTERS will serve to:

- a) Help finance specific programs, activities, and purchases for WHS and its students through active fundraising and distribution of these funds.
- b) Support the mission, programs, and activities of WHS through collaboration with staff, teachers, and administrators.
- c) Keep parents informed of DCSD, WHS and BOOSTERS activities through regular meetings and communications.
- d) Facilitate parent involvement.
- e) Promote meaningful interaction between parents, students, staff, teachers, administrators, and the community.
- f) Promote joint activities, communications, and support between Zephyr Cove Elementary School (hereinafter referred to as ZCES) and WHS.

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ARTICLE III **MEMBERSHIP**

Section 1. Membership in BOOSTERS shall be open to all those who:

- a) have attained the age of 18 years; an exception will be made for the two (2) students appointed to the Board of Directors who may not yet be 18.
- b) have paid the required dues, unless otherwise specified,
- c) who subscribe to the objectives of BOOSTERS, and
- d) comply with the membership requirements duly instituted by the BOOSTERS Board of Directors.

Section 2. Membership shall begin upon payment of the annual dues, unless otherwise specified.

Section 3. Memberships shall have voting privileges for the purpose of electing BOOSTERS Board members plus any other discretionary privileges as may be granted hereunder from time to time.

Section 4. Membership dues and other benefits shall be determined annually by the Board of Directors. Dues shall be payable annually and shall not be pro-rated.

Section 5. Membership is not mandatory for individuals to participate and/or voice opinions at Boosters meetings and/or events.

Section 6. One (1) member of WHS faculty/staff shall be appointed annually to serve as the Faculty Representative on the Board of Directors, having one (1) vote.

Section 7. Two (2) students of WHS, the Senior Class President and the President of the Student Council shall be appointed annually to serve as Student Representatives on the Board of Directors, having a total of one (1) vote.

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ARTICLE IV BOARD OF DIRECTORS

Section 1. The management of BOOSTERS shall be vested in a Board of Directors that shall establish policy and conduct the business of BOOSTERS.

Section 2. Members of the Board of Directors shall be incoming parents, current parents, and/or past-parents of students attending WHS.

Section 3. There shall be a minimum of six (6) to a maximum of ten (10) voting members of the Board of Directors:

- a) A minimum of four (4) to a maximum of eight (8) voting members of the Board of Directors shall be elected by the general membership:
- b) Each of these Board members shall serve a one (1) year term.
- c) The Faculty Representative shall serve a one (1) year term and shall have one (1) vote.
- d) The two (2) Student Representatives shall serve a one (1) year term and shall have one (1) vote total.
- e) A quorum shall be determined by the following formula:
 1. One-half (1/2) of current voting Board members, plus one (1).
 - i. For example, if all Board member positions are filled and there are ten (10) voting members, the number of votes needed for a quorum would be six (6) votes.

Section 4. Monthly meetings and/or special meetings of the Board of Directors are open to attendance by members, non-members and students currently enrolled at WHS.

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ARTICLE V OFFICERS

Section 1. The Offices for the BOOSTERS Board of Directors shall be:

- a) President,
- b) Co-President or Vice-President,
- c) Immediate Past-President,
- d) Secretary,
- e) Treasurer, and
- f) Past Treasurer

Section 2. Nominations, elections and terms of Officers:

- a) The Immediate Past President or President of the Board of Directors shall conduct the election.
- b) Nominations shall be held at the regular Board of Directors meeting in May.
 1. Nominations for the Board of Directors:
 - i. shall be solicited from among the general membership, and
 - ii. shall be comprised of incoming parents, current parents, and/or past-parents of students attending WHS.
 2. Nominations for Officers shall be solicited from the Board of Directors for the subsequent year.
- c) Elections shall be held at the regular Board of Directors meeting in June.
- d) A quorum of the voting Board members shall be necessary and sufficient to elect the new Officers for the upcoming fiscal year.
- e) The term for each office shall be one (1) fiscal year.
- f) Duly elected officers may serve successive terms.

Section 3. The Board of Directors may create other Officer positions, as they deem necessary from time to time.

Section 4. It shall be the duty of the elected and appointed Officers to recommend goals, directions, and agendas of each succeeding Board of Directors.

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ARTICLE VI MEETINGS

Section 1. Regular Board Meetings

Regular meetings of the Board of Directors shall be held monthly, at a time and place to be determined by the Board of Directors. At least three (3) days' notice shall be given to each Board member by the Secretary or the President.

Section 2. Special Board Meetings

Special meetings of the Board of Directors may be called by the President. Special meetings may also be called by a written request to the Secretary or the President by any three (3) Board members with at least three (3) days' notice given by the Secretary or the President to all Board members.

Section 3. Virtual Board Meetings

Virtual meetings of the Board of Directors may be conducted solely via remote communication through which all Board members may participate in the meeting if notice of the meeting is given as described in Sections 1 and 2 above and if the number of Board members participating is sufficient to constitute a quorum as described in Section 5 below. Remote communication includes, but is not limited to, audio or video conferencing via the internet or any other technology that enables the remote participant and all persons present at the Board meeting to be clearly audible to one another and by which persons may communicate with each other on a substantially simultaneous basis. Text messaging, instant messaging, email and web chat without audio are not acceptable means of remote participation. Participation in a virtual Board meeting by the above-mentioned means shall constitute attendance at a Board meeting

Section 4. Voting

All issues to be voted on shall be decided by a quorum of those Board members present at the Board meeting in which the vote takes place, as described in Section 5 below.

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- a) E-Vote. The Board of Directors may vote on all Board matters with the use of email correspondence if the President, Secretary or Treasurer electronically contacts every voting member (Board members, faculty representative and student representative) entitled to vote on the action. The email must set forth the proposed action and provide an opportunity to vote for or against the proposed action. The voting member shall submit their email vote as either "YES" (in favor of) or "NO" (not in favor of). The voting member response shall be emailed to the officer who sent out the E-Vote request with all other voting members cc'd on the response. The email response will count as a valid vote just as if it were done by verbal response or show of hands at a Board meeting. Approval is valid only if the number of votes cast equals or exceeds the number of votes required to constitute a quorum as described in Section 5 below.

Section 5. Quorum

For the purpose of voting in any regular, special or virtual meeting, a quorum shall consist of one-half (1/2) of the current voting Board members, plus one (1).

ARTICLE VII ELECTIONS AND VACANCIES

Section 1. A slate of nominees for election for vacancies on the Board of Directors for the subsequent year shall be prepared and presented at the regular Board of Directors meeting held in May. Nominations may be made by any member in good standing or by the parent of any student expected to be enrolled for the fall semester, provided that the candidate has been contacted and is willing to serve.

- a) Nominations for the Board of Directors shall be solicited from among the general membership.
- b) Nominations for Officers shall be solicited from the Board of Directors for the subsequent year.

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Section 2. Election of Officers and Board members shall take place at the regular Board of Directors meeting held in June. Acceptance and certification of the results of the election by the Board of Directors and the installation of newly elected members shall take place at the regular Board of Directors meeting held in June. The document entitled BOOSTER GENERAL OPERATING PROCEDURES AND DUTIES shall be reviewed and distributed to all members at the time of election.

Section 3. Any vacancy on the Board of Directors shall be filled by the President from the general membership, with the approval of the Board of Directors.

Section 4. When an Officer or Board member resigns or ceases to fulfill the duties and obligations of that position, the position shall become vacant.

ARTICLE VIII COMMITTEES

Section 1. Projects and undertakings of BOOSTERS shall be directed by committees organized for a specific purpose. Each committee must provide, to the Board of Directors, in writing, all fundraising ideas, all financial transactions and other significant related activities for prior approval by the Board of Directors.

Section 2. Committees as listed in the BOOSTERS COMMITTEE JOB DESCRIPTIONS may be added to or deleted, as deemed necessary by the Board of Directors.

Section 3. Each committee chairperson shall serve for one (1) year and shall:

- a) Submit a report for approval by the Board of Directors.
- b) Oversee the undertaking and completion of the project.
- c) Submit a report to the Board of Directors to serve as a guide to those who might follow. Committee chairs may be asked to serve for

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- additional terms upon the recommendation of the President and approval of the Board of Directors.
- d) Submit all invoices/receipts and monies collected to the BOOSTERS Treasurer in a timely manner.
 - e) Turn in all binders and/or records of the Committee to the Treasurer prior to the end of the fiscal year (June 30th).

ARTICLE IX FINANCES

Section 1. Each fiscal year shall cover the period from July 1st through June 30th.

Section 2. Expenditures and disbursements of funds acquired by BOOSTERS activities shall be at the direction and by the vote of the Board of Directors. Funds shall be dispersed according to BOOSTERS GENERAL OPERATING PROCEDURES.

Section 3. At the regular Board of Directors meeting held in August, the Treasurer shall submit a proposed financial plan (hereinafter referred to as "budget") to be reviewed by the Board of Directors.

- a) President's Discretionary Fund. As part of the proposed annual budget, the Board of Directors may empower the President to disburse nominal sums, as the need arises, without prior Board of Directors approval. The Board of Directors shall set the monetary limit. Any such action by the President must be reported to the Board of Directors at the next regular meeting.

Section 4. At the regular Board of Directors meeting held in September, the proposed annual budget shall be presented for approval. The budget may be revised at any time by vote of the Board of Directors.

Section 5. All funds of BOOSTERS shall be deposited as the Board of Directors may direct.

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Section 6. The Board of Directors shall cause certain audit procedures to be performed at least annually to coincide with the BOOSTERS fiscal year (July 1st through June 30th). The procedures shall be limited to those tests needed to assure that BOOSTERS:

- a) assets are safeguarded,
- b) established procedures are being followed, and
- c) all transactions are properly reported to the Boosters Club.

The Board of Directors, in its judgment, will determine the extent of the test work.

ARTICLE X AMENDMENTS AND REVISIONS

Section 1. Amendments and or revisions to the BYLAWS OF WHITTELL BOOSTERS CLUB, INC. or the BOOSTERS GENERAL OPERATING PROCEDURES AND DUTIES may be proposed by any Board Member.

Section 2. Proposed changes shall be provided, in writing, to each Board Member fifteen (15) days prior to the next regular meeting of the Board of Directors.

Section 3. Amendments may be made and put into effect by quorum vote of the Board of Directors.

ARTICLE XI RULES

All general, regular, and special meetings of the BOOSTERS Board of Directors shall be based on Robert's Rules of Order, in present or amended forms.