

**BY-LAWS OF THE
ANN ARBOR HURON HIGH SCHOOL
ATHLETIC BOOSTER CLUB**

**Revised: January 24, 2011
Approved**

**BY-LAWS OF THE ANN ARBOR HURON HIGH SCHOOL
ATHLETIC BOOSTER CLUB**

TABLE OF CONTENTS

- I. Name, Purpose and Objectives**
- II. Membership and Fees**
- III. Officers**
- IV. Executive Board**
- V. Standing Committees**
- VI. Team Representatives**
- VII. Meetings**
- VIII. Finances**
- IX. Amendment of These By-laws**
- X. Dissolution of Club**

BY-LAWS OF THE ANN ARBOR HURON HIGH SCHOOL ATHLETIC BOOSTER CLUB

ARTICLE I – Name, Purpose and Objectives

Section 1.01 Name. The name of this organization shall be the Ann Arbor Huron High School Athletic Booster Club, commonly known as Huron Booster Club, hereafter referred to as the “Club.”

Section 1.02 Purpose. The purpose of the Club is to promote athletics at Ann Arbor Huron High School in an atmosphere that is consistent with the educational philosophy of the school community.

Section 1.03 Objectives. The objectives of the Club are as follows:

- (a) Develop an organization with an active and involved membership that is concerned with the total athletic program and all of its participants regardless of sex, race, socio-economic status or chosen sports activity.
- (b) Promote school spirit and sportsmanship and encourage attendance at all Huron athletic events.
- (c) Encourage and support the academic endeavors of Huron’s student athletes.
- (d) Provide supplementary financial support for the various athletic activities at Huron.
- (e) Provide supplementary financial support for the future of the various athletic activities at Huron in the form of an Endowment Fund.
- (f) Aid the staff in organizing and staging special events and projects.
- (g) Aid and support the school staff in the areas of sports promotion, publicity, and program development.

Section 1.04 Non-profit Status. Notwithstanding any other provisions of these By-Laws, the Club shall carry out activities permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II – Membership and Fees

Section 2.01 Membership. There shall be one class of membership in the Club; the adult members of any household who have paid a current annual membership fee or have a lifetime membership.

Section 2.02 Membership Fee. A membership fee, established by the Executive Board, shall accompany each application for membership and shall become the property of the Club.

Section 2.03 Members Right to Privacy. Any personal information gathered or requested by the Club is for the sole use of the Club and will not be made available to any other organization.

ARTICLE III – Officers

Section 3.01 Officers. The officers shall consist of the President, Vice-President, Secretary, Treasurer and Co-Treasurer. There shall also be elected at-large members whose responsibilities are described in Article IV, and one chairperson of each Standing Committee.

- (a) Election. The officers and the at-large members shall be elected by a majority of the voting membership present at the final General Membership Meeting. All elected officers, at-large and standing committee chairs must be current members of the Club.
- (b) Nominations. The President, with concurrence of the Executive Board, shall present a slate of nominees (who have agreed to serve) for positions of officers and at large members with reasonable notice prior to the Annual Business Meeting. Additional candidates may be nominated from the floor at the Annual Business Meeting.
- (c) Terms of office. A term is one fiscal year, July 1 through June 30. An individual may not serve in the same elective capacity for more than four consecutive terms, with the exception of Treasurer, which is for no more than six consecutive terms.
- (d) Vacancy. The President, with the approval of the Executive Board, shall appoint any officer vacancy, other than the Presidency. A vacancy in the office of the President shall be filled by a majority vote of the Executive Board at their first meeting after the vacancy occurs.

Section 3.02 Duties of Officers.

- (a) President. The President shall:
 - (1) Preside at all meetings;
 - (2) Appoint standing committee chairpersons with the concurrence of the Executive Board;
 - (3) Appoint and/or dissolve all other committees as required;
 - (4) Serve as ex-officio member of all committees;
 - (5) Serve as primary spokesperson for the Club, except as otherwise specified;
 - (6) Direct goals and budget performance;
 - (7) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.
- (b) Vice President. The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate.
- (c) Secretary. The Secretary shall keep a record of all the proceedings of the General Membership Meetings of the Club. All minutes shall be kept in a regular bound Secretary's Book. A record of the decisions of the Executive Board shall be kept in a separate bound Secretary's Book. A summary of the decisions made in these Meetings should go out to the general membership each month.
- (d) Treasurer. The Treasurer shall:
 - (1) Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices;
 - (2) Make disbursements from the teams' encumbered funds and the general fund, and shall pay expenses approved by the Executive Board and shall secure proper vouchers thereof;

(3) Report the amount of money available in the general fund and encumbered funds at each monthly General Membership Meeting. The monthly financial reports shall include an accurate representation of Club funds;

(4) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

(e) Co-Treasurer. The Co-Treasurer shall receive and deposit moneys of the Club in the Club's checking and/or savings accounts.

ARTICLE IV – Executive Board

Section 4.01 The Board shall be responsible to act on behalf of the Club in the management of the business affairs of the organization, except for matters decided by a vote in the General Membership Meetings. The Executive Board shall consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer and Co-Treasurer
- (e) Elected At-large Members
- (f) Athletic Director of Ann Arbor Huron High School
- (g) One Chairperson of each Standing Committee as defined in Article V.

Section 4.02 The Executive Board shall:

- (a) Approve the expenditure of all general funds up to \$1000 per request. Any expenditure of general funds above \$1000 shall require an advance approval vote by the Executive Board and then be presented at a General Membership Meeting for approval.
- (b) Approve the President's creation and dissolution of all necessary Committees and Chairpersons.
- (c) Set the time and date of General Membership Meetings and give members timely notification;
- (d) Approve goals and budget targets annually; and
- (e) Review the annual budget, monthly financial reports, and monthly financial statements issued by the bank utilized to manage the funds of the Club (including other official bank records for team accounts utilizing the 501(c)(3) status of the Club) at a minimum, every three months. Bank issued financial statements shall be provided to all Executive Board Members at said meetings by the President.

Section 4.03 If action on behalf of the Club is necessary before it is reasonable to convene the General Membership Meeting, the President shall take such action based on the majority vote of the Executive Board, comprised of the five officers, the at large members, one chairperson of each Standing Committee, and the Athletic Director. A report of the action taken shall be made at the next General Membership Meeting.

Section 4.04

A. To the fullest extent permitted under Section 209C of the Michigan Nonprofit Corporation Act (MNCA), as the same presently exists or may hereafter be amended, a volunteer officer of the Ann Arbor Huron High School Booster Club shall not be personally liable to the Ann Arbor Huron High School Booster Club for monetary damages for breach of the officer's fiduciary duty. However, this provision does not eliminate or limit the liability of an officer for any of the following:

1. A breach of the officer's duty of loyalty to the Ann Arbor Huron High School Booster Club;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. A violation of Section 551(1) of the MNCA (dealing with certain prohibited transactions by officers);
4. A transaction from which the officer derived an improper personal benefit;
5. An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; and
6. An act or omission that is grossly negligent.

Any volunteer officer of the Ann Arbor Huron High School Booster Club shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer to the Ann Arbor Huron High School Booster Club to the extent set forth in this Section A.

B. To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the Ann Arbor Huron High School Booster Club assumes all liability to any person other than the Ann Arbor Huron High School Booster Club, for all acts or omissions of a volunteer officer occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer officer's duties as such. A claim for monetary damages for a breach of a volunteer officer's duty to any person other than the Ann Arbor Huron High School Booster Club, shall not be brought or maintained against a volunteer officer; but such a claim shall be brought or maintained instead against the Ann Arbor Huron High School Booster Club, which shall be liable for the breach of the volunteer officer's duty. The term "volunteer officer" shall have the same definition as the term "volunteer director" set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended.

Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer of the Ann Arbor Huron High School Booster Club existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

D. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer of the Ann Arbor High School Booster Club existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

ARTICLE V – Standing Committees

Section 5.01 Standing Committees. Standing Committees are those required to function throughout the year. Chairpersons shall be appointed by the President, subject to the approval of the Executive Board. Standing Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Club checking or saving account for investment purposes or otherwise, unless directed and approved by the Executive Board majority.

Section 5.02 Membership Committee. The Membership Committee shall maintain a complete and current list of all annual and lifetime members, collect dues, and produce the team fund report following each sport's season. The report will be shared with the Club's General Membership and the Club Treasurer who will distribute the funds according to the teams' encumbered funds. Further, the Membership Committee shall conduct ongoing efforts to recruit new members.

Section 5.03 Concessions Committee. The Concessions Committee shall be responsible for the management of all concessions using the indoor, outdoor or off-site facilities. Any off-site concession Chairperson will report directly to the Concessions Committee. Each seasonal concession payout report shall be produced for distribution by the Treasurer and simultaneously be shared with the Club's General Membership.

The Concessions Committee shall:

- (a) Recruit and schedule parent volunteers (representing the various sports teams) to manage the concession for specific events;
- (b) Record the labor-hours incurred for each event, allocated to the specific sports teams represented;
- (c) Record the concession expenses and revenues for each event;
- (d) Acquire all provisions required for the concession stands;
- (e) Recommend to the Executive Board the allocation of profits to the encumbered funds of each sports team in accordance with the participation of volunteer help; and
- (f) Set aside, each sports season, the Rat Shack and UM events host team payout amounts into a Club general fund account for future concession maintenance or equipment purchases. This amount shall be incorporated into the Club monthly general financials and shown as a separate line item.

Section 5.04 Spirit Shop. The Spirit Shop Committee shall coordinate the promotion of school spirit through the sale of apparel and memorabilia, bearing the Huron logo, at a nominal price.

The Spirit Shop Committee shall:

- (a) Manage the inventory of the Shop to meet the changing needs of the student body;
- (b) Record an accurate and timely account of revenues and expenses of the Shop and coordinate its financial operation with the Club Treasurer; and

(c) Report the ongoing operational and financial status of the Shop's operation to the Club's Executive Board on a periodic basis.

Section 5.05 Standing Committee Chairpersons shall recruit as many members as necessary to accomplish the responsibility of the Committee. The Chairperson shall also keep a historical file of the year's proceedings, financial records, vendor contacts, etc., for turnover to his/her successor. At the end of each fiscal year, these committee records should be turned over to the Committee Chairperson successor.

ARTICLE VI – Team Representatives

Section 6.01 Each team shall have a team representative present at each General Membership Meeting.

Section 6.02 Team Representatives shall disseminate information from the General Membership Meeting to the team coach, athletes, and parents.

Section 6.03 Team Representatives shall review the monthly financial report issued by the Treasurer, paying particular attention to the encumbered fund(s) for which he/she is a Team Representative. Any points requiring clarification should be raised as soon as possible or within a reasonable time frame with the Executive Board and/or the Team Coach/Parents.

Section 6.04 Teams are responsible to contribute to projects and fundraising activities as called upon.

Section 6.05 For voting purposes, on matters for which it is appropriate to ensure equal representation for each team sport, the following rules apply:

- (a) Only the team representative, alternate or team coach may vote.
- (b) Team representatives can represent no more than two teams and have no more than two votes.
- (c) No proxy votes will be accepted.

ARTICLE VII – Meetings

Section 7.01 Annual Business Meeting. The Annual Business Meeting of the Club shall be held at the May General Membership Meeting unless otherwise specified by the Executive Board. Any change to the Annual Business meeting date, time or location shall be announced a minimum of two weeks in advance of the proposed change.

Section 7.02 General Membership Meetings. General Membership Meetings shall be held monthly unless otherwise specified by the Executive Board and reasonable notice is provided to the General Membership. Meetings shall be open to all interested persons.

Section 7.03 Executive Board Meetings. Executive Board Meetings shall be held monthly unless otherwise specified by the Executive Board. A summary of the decisions reached and Executive Board members present at each meeting should be distributed to all Executive Board members and Team Representatives within a reasonable timeframe following the meeting and before the next General Meeting.

Section 7.04 General Meeting Voting. All members who have paid a membership fee for the current year may vote, except on matters for which it is appropriate to ensure equal representation for each sport team. In these cases, only Team Representatives for each sport may vote.

Section 7.05 Quorum. A quorum for the transaction of business at the Annual Business Meeting and at General Membership Meetings shall be five percent (5%) of the families with a current annual paid membership. A quorum for Executive Board Meetings shall be two-thirds (2/3) of the Board members. In all voting instances, majority rules for those present.

Section 7.06 Robert's Rules of Order. Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Club, its Executive Board, and its Committees.

ARTICLE VIII – Finances

Section 8.01 All monies received by the Club for any purpose other than the Endowment Fund, shall be deposited to the credit of the Club in a financial institution or institutions selected by resolution of the Executive Board.

Section 8.02 All funds specified “Endowment Fund” shall be forwarded to the Ann Arbor Area Community Foundation, and deposited to the credit of the Club agency fund.

Section 8.03 Funds raised by and/or allocated to specific sports teams, although deposited in the Club's account, shall be separately tracked as “encumbered funds” for each sports team. Expenditures from these encumbered funds do not require Executive Board approval but may be expended on behalf of these teams at the discretion of the team's Head Coach and/or duly authorized member. No team or committee should submit a payment request which exceeds the amount of funds available, at the time of the request in the team or the committee encumbered funds account. The Executive Board may decline a request for funds if the team balance is inadequate to cover the expenses.

Section 8.04 Funds raised by the Club that have a specific advertised purpose, shall be deposited (and separately tracked) in the Club's general fund to ensure that it is disbursed for the advertised purpose and to safeguard the integrity of the Club and the School. No vote is required by the general membership unless the advertised purpose has been altered or changed since the project's inception. Funds raised by a Huron organization outside of the Club, but whose funds are directed to the Club for financial record keeping, also require the same Club procedures for disbursement.

Section 8.05 At the end of each fiscal year, after all fiscal year income and expenses have been recorded, ten percent (10%) of the General Fund net ordinary income balance will be specified for the Endowment Fund, forwarded to the Ann Arbor Area Community Foundation (AAACF) and deposited to the credit of the Club agency fund by December 31st following the fiscal year close. Included with this payment will be any net profit from the annual Hall of Fame Banquet. If the Hall of Fame event does not generate any profit or show a loss, then only the 10% of the General Fund net ordinary income shall be forwarded to the AAACF. Interest from this fund shall be reinvested until the close of the fiscal year 2020

Section 8.06 Funds raised by any of the Club fundraising programs can only be directed to an approved Huron sport or team. All requests to direct money elsewhere must have prior approval of the Executive Board.

Section 8.07 Any interest generated by the investment of the Club's general funds and/or encumbered funds, in an approved financial institution, will be deposited into the Club's general fund.

Section 8.08 Due to the extensive use of personal computer/printer/fax equipment by the Treasurer (an official officer elected to the Executive Board and who manages the official books for the Club), said Treasurer may request a stipend of up to \$100 per school year to compensate for use of said personal

equipment. The stipend shall be requested by the Treasurer through completion of the published Payment Request form and said form shall be authorized and signed by the President of the Club.

Section 8.09 Any Team making use of the Club Tax ID number for purchases made with funds from a Team bank account which is separate from the official Club Team encumbered funds, shall provide financial reports, including bank statements as appropriate, at the request of the President for review.

ARTICLE IX – Amendment of These By-laws

Section 9.01 Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to the Annual Business Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual Business Meeting.

Section 9.02 Amendments may be adopted at the Annual Business Meeting by a 2/3 majority of those Club members voting, a quorum being present.

ARTICLE X – Dissolution of Club

Section 10.01 Dissolution of the Club entity. Should the Huron Booster Club cease to operate as a legal entity, all of the Club assets and cash will be distributed equally to all active athletic teams and clubs having an encumbered fund with the Club. Distribution to the teams will be calculated in the following manner; the total sum of the Club's ending cash balance, including assets converted to cash, divided by the total of all Huron athletes participating in the previous three sport seasons as determined by ending varsity, junior varsity and freshman rosters prior to the Club's dissolution. Example: \$50,000 available divided by 750 athletes participating in the three prior sports seasons equals \$66.66 dollars given to each team based upon their athlete roster totals. Once distributed, the funds can be used at the discretion of the team's Head Coach and/or duly authorized designate. Encumbered fund balances for teams or clubs no longer active at Huron will be added to the general fund balance prior to the final distribution in the manner described above.

Section 10.02 Upon Club dissolution, the interest generated in perpetuity by the assets of the Huron Athletic Endowment Fund will be distributed on an annual basis equally to all Huron Athletic teams and clubs based upon athlete participation as described in section 10.01. The Huron Athletic Endowment Fund is maintained by the Ann Arbor Area Community Foundation.

(BC By-Laws) 6/18/01 Revised 5/18/09 Revised 1/24/2011)