



**BY-LAWS OF  
THE VINTAGE VINTNERS ATHLETIC  
BOOSTER CLUB**

Revised: September 13, 2021

# **BY-LAWS OF THE VINTAGE VINTNERS ATHLETIC BOOSTER CLUB**

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# **BY-LAWS OF THE VINTAGE VINTNERS ATHLETIC BOOSTER CLUB**

## **ARTICLE I – Description**

**Section 1.01 Name.** The name of this organization shall be the Vintage Vintners Athletic Booster Club, commonly known as the Vintage Athletic Booster Club, hereafter referred to as the “VABC.”

**Section 1.02 Purpose.** The purpose of the VABC shall be to:

- (a) Provide financial support for athletic activities at Vintage High School.
- (b) Encourage physical fitness, education, good sportsmanship, character development and safety in high school athletics at Vintage High School.

**Section 1.03 Vision.** To create an environment that produces the best student athletes, teams, coaches and fans.

**Section 1.04 Mission.** To support Vintage High School athletics by providing financial, human, and material resources.

**Section 1.05 Objectives.** The objectives of the VABC are as follows:

- (a) Provide supplementary financial support for the various athletic activities at Vintage.
- (b) 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.
- (c) Promote school spirit and sportsmanship and encourage attendance at all Vintage Athletic events.
- (d) Encourage and support the academic endeavors of Vintage’s student athletes.

**Section 1.06 Non-profit Status.** Notwithstanding any other provision of these By-Laws, the club shall carry out activities permitted by an organization exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of a 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 provision of any future United States Internal Revenue Law.

**Section 1.07 Fiscal Year.** The fiscal year of the organization shall be July 1 to June 30.

## **ARTICLE II – Membership and Fees**

**Section 2.01 Membership.** There shall be one class of membership in the VABC; 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 become the property of the VABC.

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

**Section 2.04 Qualification of Members.** Any person that supports the objectives and the purposes of the organization and whose admission will contribute to the organizations ability to carry out its charitable purposes, shall be eligible for membership. If an individual can show just cause for non-payment of aforementioned dues; the Board can adopt a well-defined structure and equitable process for a waiver of dues because of special circumstance.

**Section 2.05 Number of Members.** There is no limit on the number of members the organization may admit.

**Section 2.06 Indemnification of Members.** . The Boosters shall indemnify and hold harmless every Director, Officer, and Member of the Boosters to the fullest extent allowed under California Corporations Code Section 7237, or as otherwise allowed by law at the time of indemnification.

**Section 2.07 Expectations of Members.** A member in good standing is defined as one who:

- (a) Pays dues promptly and in full.
- (b) Adheres to all of the VABC's by-laws.
- (c) Aides in the recruitment of new members and fundraising.

**Section 2.08 Termination of Members.** Upon a determination by the Executive Committee that a member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the organization. All rights of a member in the organization shall cease on termination of membership as herein provided. Fees shall be non-refundable. Reasons for revocation include but are not limited to:

- (a) Blatant disregard of by-laws.
- (b) Fraudulent acts against the VABC.



## ARTICLE III – Officers

**Section 3.01 Officers.** The officers shall consist of the President, Vice-President, Secretary and Treasurer. The Board shall also include the Athletic Director, ex-officio and non-voting and the Principal, ex-officio, and non-voting. Each member of this organization shall be entitled to a complete list of members. Each member shall be entitled to the financial status of the organization, which may be presented at the regularly held meetings. The VABC shall make available to members reasonable nomination and election procedures with respect to the election of the Board by members. Such procedures shall include:

(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 which will be held in April. All elected officers must be current members of the VABC in good standing for at least six (6) months and have attended a minimum of three (3) general membership meetings prior to the Annual Membership Meeting. Members who have a spouse or domestic partner already serving as an officer or Executive Board member or running for said boards are not eligible for election. Furthermore, no more than one (1) active Vintage High School coach is eligible for election and is restricted to an Executive Board position as an At-large Member. All elected at-large and standing committee chairs must be current members of the VABC in good standing.

- (1) A reasonable means of nominating persons for election as Board members.
- (2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (3) A reasonable opportunity for all members to choose among the nominees.
- (4) Officers shall be elected by majority vote of all members present at the Annual VABC Meeting.
- (4) Installation of newly elected officers shall take place immediately post elections. Immediate installation shall be defined as effective the first meeting in June; allowing for an appropriate amount of time for transfer of roles and responsibilities.

(b) Nominations. The President, with concurrence of the Executive Committee, shall present a slate of nominees (who have agreed to serve) for positions of officers, standing committee chairs 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 two fiscal years, July 1 through June 30. An individual may not serve in the same elective capacity for more than two consecutive terms; the term of office shall not apply to chairs of standing committees. Term of one year may apply to those officers and chairs who have a student-athlete graduating and/or leaving Vintage High School within the said calendar school year.

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. When an officer fails to attend three (3) consecutive Board meetings, without adequate excuse therefore, the Board may declare this office vacant.

### **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 the primary spokesperson for the VABC, 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. The Vice-President shall be responsible for the organization account books being reviewed annually by a CPA on or before June 1<sup>st</sup>, or upon change of the Treasurer. The Vice President shall maintain open communication and ensure a positive working environment with other organizations within the Vintage High School community. The Vice President shall be responsible for planning, organizing, directing and maintaining lines of communication with members, newspapers, radio, appropriate publications, social media outlets as well as content on our webpage. Maintain the procedure by which the pertinent information prepared by members is properly released to the local membership and appropriate external constituencies. Create and maintain newsletter. Institute new and continuing methods of communication on the organizations behalf of the VABC.

(c) Secretary. The Secretary shall;

- (1) Keep a record of all the proceedings of the General Membership Meetings of the VABC. All minutes shall be kept both electronically and 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.
- (2) The Secretary shall be responsible for planning, organizing, directing and maintaining lines of communication with team representatives.

(d) Treasurer. The Treasurer shall:

- (1) Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices, execute annual Secretary of State filing, pre-tax preparations for the accountant and quarterly sales tax filings with the State Board of Equalization;
- (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 at each monthly General Membership Meeting. The monthly financial reports shall include an accurate representations of VABC funds;
- (4) Have an official signature card on file with the bank utilized to manage the funds of the VABC and have electronic access to said accounts;  
Checks over \$200.00 shall require the signature of two of the following officers: Treasure, President, and Secretary;
- (5) Volunteers will be reimbursed for approved expenditures made on behalf of the VABC. Volunteers will not be stipend for their time;
- (6) The Treasurer shall assign an Executive Committee Member on duty at each game, in conjunction with a VABC member, to collect and deposit funds.

(e) Parliamentarian. The Parliamentarian shall:

- (1) Assists the President to manage meetings and advises on parliamentary procedure;
- (2) Chairs Bylaws committee to review Bylaws each year and shall recommend revisions to the Bylaws as necessary;
- (3) Arranges nominating committee's first meeting, providing information on nomination and election process.

(f) Any officer may be removed with cause by a majority of the Board at the time in office, or any regular or special meeting of the President.



## ARTICLE IV – Executive Board

**Section 4.01** The Executive Board shall be responsible to act on behalf of the VABC 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 the following and may not have spouses or domestic partners in more than one position nor shall it be comprised of more than one active Vintage High School coach, who is restricted to one At-large position. The Executive Board shall consist of the:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Parliamentarian
- (f) Elected At-large Member
- (g) Elected At-large Member

The Executive Committee will hold an odd number of members.

**Section 4.02** The Executive Board Shall:

- (a) Approve the expenditure of all general funds up to \$2000 per request. Any expenditure of general funds above \$2000 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;
- (e) Review the annual budget, monthly financial reports, and monthly financial statements issued by the bank utilized to manage the funds of the VABC (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.
- (f) Have the right to vote electronically if deemed appropriate.

**Section 4.03** If action on behalf of the VABC 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, and two at large members (per section 4.01, the Executive Committee will be comprised of an odd number of members for voting purposes). A report of the action taken shall be made at the next General Membership Meeting.



## 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 Board. Standing Committees and their primary functions follow. Note: No individual has the authority to use funds from any VABC 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 and shall collect dues and distribute the Booster passes. Additionally, the Membership Committee shall conduct ongoing efforts to recruit new members. The Committee Chair shall submit a committee report, to accompany the agenda, one week prior to the next scheduled meeting.

**Section 5.03 Concessions Committee.** The Concessions Committee shall be responsible for the management of all concessions at Memorial Stadium. Each seasonal concession payout report shall be produced for distribution by the Treasurer and simultaneously be shared with the Club's General Membership. The Committee Chair shall submit a committee report, to accompany the agenda, one week prior to the next scheduled meeting.

- (a) Recruit and schedule parent volunteers (representing the various sports teams) to manage the concession for specific events. This can be managed through the team representatives;
- (b) Recruit, interview, manage and hire Vintage Students enrolled in or who have completed the ROP program; and comply with the requirements of the ROP Program.
- (c) Record the labor-hours incurred for each event, allocated to the specific sports teams represented;
- (d) Record the concession expenses and revenues for each event;
- (e) Acquire all provisions required for the concession stands.

**Section 5.04 Fundraising Committee.** The fundraising committee shall be responsible for the identification and execution of all VABC fundraising activities as approved by the Board. The Committee Chair shall submit a committee report, to accompany the agenda, one week prior to the next scheduled meeting. The fundraising committee shall develop short and long term goals and objectives within four areas of focus:

- (a) Tactical implementation:
  - 1. Big Game Car Raffle
  - 2. Crab Feed
  - 3. Concessions
  - 4. Including any additional events
- (b) Planning. Future events and what we need to accomplish our financial goals. Set annual goals for contributed income. Collaborate with membership to research and initiate contacts and cultivate new and ongoing support and involvement of all potential donors, sponsors and participants in our fundraising efforts.
- (c) Work with all committees of the Board, the Athletic Director and the Principal to gain support for our efforts and gain knowledge of the overall development needs

- of the sports program.
- (d) Create a sponsorship program that is responsive to the growing financial needs of the VABC organization. The goal of the program seeks to secure the long-term financial health of the athletic department through positive independent relationships with outside donors and sponsors.
- (e) Obtain approval from Napa Valley Unified School District for any/all fundraising activity.

**Section 5.05 Scholarship Committee.** The scholarship committee shall be responsible for the identification and execution of selection and distribution of two annual scholarships.

- (a) The VABC shall maintain one boy and one girl scholarship in the amount of \$500 per scholarship to be awarded at the annual Vintage Scholarship Banquet.
- (b) The scholarship committee shall work to identify the student athlete that best embodies the attributes set forth in the mission and objectives of the VABC.
- (c) Present the nominees to the Executive Board for approval.

## **ARTICLE VI – Team Representatives**

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

- (a) If a specific sports team has a varsity, junior varsity and a freshman team, each is required to have representation.
- (b) The following sports teams require representation:
  - 1. Football
  - 2. Volleyball
  - 3. Boys Water Polo
  - 4. Girls Water Polo
  - 5. Cheer & Dance
  - 6. Boys Soccer
  - 7. Girls Soccer
  - 8. Cross Country
  - 9. Boys Basketball
  - 10. Girls Basketball
  - 11. Wrestling
  - 12. Baseball
  - 13. Softball
  - 14. Boys Tennis
  - 15. Girls Tennis
  - 16. Boys Golf
  - 17. Girls Golf
  - 18. Swimming
  - 19. Track and Field
  - 20. Badminton
  - 21. Boys Lacrosse
  - 22. Girls Lacrosse

**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.

**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) In order to be a team representative, you must be an active member of the Booster Club in good standing.
- (b) Only the team representative, alternate or team coach may vote.
- (c) Team representatives can represent no more than one team and have no more than one

vote.

(d) No proxy votes will be accepted.

(e) Ensure that team representatives respective coaches are in compliance with the Vintage High School Athletic Coaches Handbook as it relates to the VABC, specifically page 12., paragraph "Fundraising". Team Representatives will report any outside fundraising activities outside the confines of VABC, and will report to the Executive Committee such activities of said team.

**Section 6.06** In order for stated teams to receive any and all funding, each team must have their representative, designee or coach in attendance at all general membership meetings of the VABC. If any team does not provide a representative, designee or coach for more than three said meetings in a fiscal year, they will not receive any funding from the VABC.



## ARTICLE VII – Meetings

**Section 7.01 Annual Business Meeting.** The Annual Business Meeting of the VABC 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. The regular meetings of the organization shall be held on the first Monday of every month during the year. Should the first Monday of the month be a Holiday, then the general meeting shall be scheduled for the next available Monday.

**Section 7.03 Executive Board Meetings.** Executive Board Meetings shall be held quarterly 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, Board members, General membership and Team Representatives within a reasonable timeframe following the meeting and before the next General Meeting. Executive Board Meetings, in the event it should become necessary in the course of business, can be conducted by a form of communication where necessary parties can be reached.

**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 Number of Members.** There is not limit on the number of members the organization may admit.

**Section 7.06 Special Meetings of Members.** Special meetings of the members shall be called by the President. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at the special meeting.

**Section 7.07 Quorum.** A quorum for the transaction of business at the Annual Business Meeting and at General Membership Meetings shall be the simple majority of the general membership present with a current annual paid membership. A majority of the Board authorized in the by-laws can constitute a quorum of the Board for the transaction of business. 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. If a quorum exists at the beginning of said meeting, and members leave during course of said meeting, the quorum is still considered in existence for the conduct of business.

**Section 7.08 Voting Rights.** Each member in good standing is entitled to one vote.

**Section 7.09 Robert's Rules of Order.** Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the VABC, its Executive Board and its Committees.

## ARTICLE VIII – Finances

**Section 8.01 Annual Business Meeting.** The Annual Business Meeting of the VABC 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 8.02** Funds raised by and/or allocated to specific sports teams, although deposited in the VABC's account, shall be separately tracked as "encumbered funds" for each sports team. Expenditures from these encumbered funds are approved at a General Membership meeting prior to the close of the current academic year following the Athletic Director's proposed budget request for the following academic year. 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 8.03** Funds raised by the VABC 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 VABC 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 Vintage organization outside of the VABC, but whose funds are directed to the VABC for financial record keeping, also require the same VABC procedures for disbursement.

**Section 8.04** Funds raised by any of the Athletic fundraising programs can only be directed to an approved Vintage sport or team.

**Section 8.05** Any interest generated by the investment of the organization's general funds and /or encumbered funds, in an approved financial institution, will be deposited into the VABC's general fund.

**Section 8.06** This organization shall not give financial support to outside charitable solicitations.

## **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.

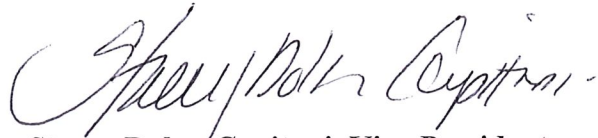


## Certification

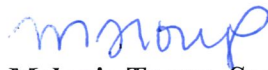
We do hereby certify that we are respectively the President and Vice-President and Secretary of the Vintage Vintners Athletic Booster Club and that the foregoing is a true aka The Vintage Athletic Booster Club (VABC). As amended at a duly called and constituted Vintage Athletic Booster Club Annual Meeting held in Napa, California on September 13, 2021.



Jennifer Materne, President  
Vintage Vintners Athletic Booster Club



Stacey Dolan Capitani, Vice-President  
Vintage Vintners Athletic Booster Club



Melanie Troup, Secretary  
Vintage Vintners Athletic Booster Club