

ELEVA-STRUM YOUTH ASSOCIATION & ATHLETIC BOOSTERS

BYLAWS

ARTICLE I - Name, Purpose and Objectives

Article 1.01 Name.

The name of this corporation shall be the Eleva-Strum Youth Association & Athletic Boosters, Inc., hereafter referred to as the ESYA Athletic Boosters or simply Boosters. The location and principal office shall be at the School District of Eleva-Strum in the City of Strum, County of Trempealeau, State of Wisconsin from time determined by the Steering Committee.

Article 1.02 Purpose.

The ESYA Athletic Boosters is an adult organization dedicated to the equitable support of athletics, athletic events, and interscholastic sports competition that is consistent with the educational philosophy of the School District of Eleva-Strum. The purpose of the ESYA Athletic Boosters is to promote the highest ideals of sportsmanship and fellowship through the coordination of youth athletic opportunities to include recreation and competitive participation to students of all ages attending the Eleva-Strum School District. The ESYA Athletic Boosters will also seek opportunities to provide financial support to Eleva-Strum School District athletic programs. This support is manifested through volunteers and financial aid.

Article 1.03 Objectives.

The objectives of the Boosters 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 gender, race, socioeconomic status or chosen sports activity.
- B. Facilitate the creation of, or participation in competitive athletics for all students attending the Eleva-Strum School District. The ESYA Athletic Boosters will seek to support athletic endeavors which are offered through the Wisconsin Interscholastic Athletic Association (WIAA).
- C. Promote school spirit and sportsmanship and encourage attendance at all Eleva-Strum athletic events.

- D. Provide supplementary financial support for the various athletic activities offered through the Eleva-Strum School District with WIAA-based competition.
- E. Provide supplementary financial support for the future of the various athletic activities at Eleva-Strum in the form of a Scholarship Award.
- F. Aid the staff in organizing and staging special fundraising events and projects to support the Boosters.
- G. Aid and support the Eleva-Strum School District in the areas of sports promotion, publicity, and program development.

Article 1.04 Non-Profit Status.

Notwithstanding any other provisions of these By-Laws, the Boosters shall carry out activities permitted by an organization exempt from Federal income tax under Article 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 Article 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

Article 2.01 Membership.

- A. There shall be two classes of membership in the ESYA Athletic Boosters; **Parent Members** defined as the parents/guardians of any Eleva-Strum School District student participant and **Paid Members** defined as adult members of any household who have paid a current membership fee or have a lifetime membership.
- B. Participation in coordinated sports activities will require completion of registration form and payment of registration fees as established by the Board of Directors unless waived by the Board. Players must abide by the rules and decisions of the ESYA Athletic Boosters. If the ESYA Athletic Boosters does not provide competitive or recreational play in a given age group, the youth in that age group shall be released to play elsewhere.
- C. The ESYA Athletic Boosters is affiliated with the School District of Eleva-Strum and only residents or parents with students attending the Eleva-Strum School District are eligible to participate in coordinated athletic activities or serve as members of the Board of Directors. Board of Directors members will have registration and membership fees waived while serving on the Board.
- D. All members of the ESYA Athletic Boosters must adhere to the Policy Statement for Qualification of Volunteer/Staff with criminal background checks.

Article 2.02 Membership Fee.

A membership fee, established by the Board of Directors, shall accompany each application for membership and shall become the property of the Boosters.

Article 2.03 Members Right to Privacy.

Any personal information gathered or requested by the Boosters is for the sole use of the Boosters and will not be made available to any other organization.

Article 2.04 Termination and Resignation.

- A. **Termination of Membership:** The Board of Directors by affirmative vote of 2/3rds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing.
- B. **Reinstatement:** Upon written request signed by a terminated member and filed with the Secretary, the Board of Directors may, by the affirmative vote of 2/3rds of the members of the Board, reinstate such former member to membership upon such terms, as the Board of Directors may deem appropriate.
- C. **Resignation:** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any assessments or other charges theretofore accrued and unpaid.
- D. **Transfer of Membership:** Membership in the Boosters is neither transferable nor assignable.
- E. **Membership Duties:** The powers and duties of the members, in fulfilling the foregoing purposes and objectives of the Boosters shall include, but not be limited to the following:
 - a. The election of officers in accord with the procedures of these Bylaws.
 - b. The enlargement of the number of officers of the Boosters.
 - c. The amending of the Articles of Incorporation or Bylaws of the Boosters pursuant to the procedures of the Article XI.
 - d. Approval of any plan for the dissolution or merger or disposition of the total assets of the Boosters.
 - e. The establishment of the overall philosophy of the Corporation.

ARTICLE III - Officers

Article 3.01 Officers.

The officers shall consist of the President, Vice-President, Secretary, Treasurer, and a representative from the Eleva-Strum School District Administration to include either a building

Principal, Athletic Director, or Superintendent. There shall also be four at-large members whose responsibilities are described in Article V.

- A. **Election.** The officers and the at-large members shall be elected by a majority of the voting membership present at the Annual Meeting in January. All elected offices must be current parent members of the ESYA Athletic Boosters. At-large and standing committee chairs must be current parent or paid members of the ESYA Athletic Boosters. Only one family member may serve on the Board of Directors at a time. No individual may hold more than one office on the Board of Directors at the same time.
- B. **Nominations.** The President, with concurrence of the Board of Directors, 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 Board Meeting. Additional candidates may be nominated from the floor at the Annual Board Meeting.
- C. **Terms of Office.** A term begins with election at the Annual Board Meeting in January and concludes with the December Board of Directors board meeting. Each member of the Board of Directors shall serve a two year term of office:
 - President - Even Years
 - Vice President - Odd Years
 - Secretary - Odd Years
 - Treasurer - Even Years
 - Eleva-Strum School District Administrator Representative - Standing Position
 - Members-At-Large - 2 on Even Years, 2 on Odd Years
- D. **Resignation, Removal, or Vacancy.**
 - a. **Resignation.** Any office may resign at any time by giving written notice to the President or the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it.
 - b. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of all directors constituting the Board of Directors whenever in their judgment, the best interests of the Boosters shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
 - c. **Vacancy.** The President, with the approval of the Board of Directors, 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 Board of Directors at their first meeting after the vacancy occurs.

Article 3.02 Duties of Officers.

- A. **President.** The President shall:
 - a. Preside at all meetings;

- b. Appoint standing committee chairpersons with the concurrence of the Board of Directors;
 - c. Appoint and/or dissolve all other committees as required;
 - d. Serve as ex-officio member of all committees;
 - e. Serve as primary spokesperson for the Boosters, except as otherwise specified;
 - f. Direct goals and budget performance;
 - g. Have an official signature card on file with the bank utilized to manage the funds of the Boosters and have electronic access to said accounts;
 - h. Prepare an agenda for each meeting;
 - i. As presiding officer, the President is empowered to take prudent and reasonable actions in cases not covered in the By-Laws and such authority is implicit in this office.
 - j. Be responsible for the drafting and subsequent changes to the By-Laws;
 - k. Appoint a panel of three (3) members to audit the Boosters's financial accounts.
- B. **Vice President.** In the absence of the President, or in the event of an inability or refusal to act, the Vice President shall perform all the duties of the President and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate.
- C. **Secretary.** The Secretary shall:
- a. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
 - b. Keep a register of the current post office address of each director and member of the Boosters;
 - c. Record the proceedings of any membership meeting and the proceedings of any board meeting;
 - d. Distribute minutes of proceedings to the Board of Directors within three (3) days of the next scheduled meeting.
 - e. Publish the minutes of proceedings to the Boosters website and social media accounts.
- D. **Treasurer.** The Treasurer shall:
- a. Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices;
 - b. Make disbursements from the general fund, and shall pay expenses approved by the Board of Directors and shall secure proper vouchers thereof;
 - c. Report the amount of money available in the general fund and encumbered funds at each monthly Board of Directors Meeting. The monthly financial reports shall include an accurate representation of Boosters Funds;
 - d. Have an official signature card on file with the bank utilized to manage the funds of the Boosters and have electronic access to said accounts.
 - e. Has the power to pay bills up to \$500 without Board of Directors approval or within the budget limit.
- E. **Eleva-Strum Administration Representative.** The Administrator Representative shall:
- a. Review and advocate for the equitable distribution of funds as it pertains to sport, gender, race, and economic status;

- b. Serve as liaison between the Board of Directors and Eleva-Strum Varsity Coaches, coordinating opportunities to align program goals, activities, fundraising, and coaching drills & instruction.
- c. The E-S Administration Representative is a non-voting member of the Board of the Directors.

ARTICLE IV - Program Coordinator/Youth Activities Director

Article 4.01

The Program Coordinator shall be responsible for the coordination of athletic opportunities for Eleva-Strum School District students in grades K-8th. The responsibilities and duties shall be reviewed annually during the July Board of Directors Meeting. A full description of coordinator responsibilities and duties can be found in Appendix A "Coordinator Responsibilities and Duties".

ARTICLE V - Conflict of Interest

Article 5.01

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- A. Fully disclose the nature of the interest and;
- B. Withdraw from discussion, lobbying, and voting on the matter. Any transaction of vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings, in which such votes are taken, shall record such disclosure, abstention and rationale for approval.

ARTICLE VI - Board of Directors

Article 6.01 Structure

The Board shall be responsible to act on behalf of the Boosters in the management of the business affairs of the organization, except for matters decided by a vote in the Board of Directors Meetings. The Board of Directors shall consist of:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer
- E. Four (4) Elected At-large Members

- F. Athletic Director or Representative of Eleva-Strum School District Administration (non-voting member)

Article 6.02 - Role of The Board of Directors

The Board of Directors 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 Board of Directors and then be presented at a Board of Directors Meeting for approval.
- B. Approve the President's creation and dissolution of all necessary Committees and Chairpersons.
- C. Set the time and date of Board of Directors 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 Boosters (including other official bank records for team accounts utilizing the 501(c)(3) status of the Boosters) at a minimum, every three months. Bank issued financial statements shall be provided to all Board of Directors Members at said meetings by the Treasurer.

Article 6.03

If action on behalf of the Boosters is necessary before it is reasonable to convene the Board of Directors Meeting, the President shall take such action based on the majority vote of the Board of Directors. A report of the action taken shall be made at the next Board of Directors Meeting.

ARTICLE VII - Indemnification

Article 7.01 Mandatory Indemnification.

- A. To the fullest extent permitted by Chapter 181 of the Wisconsin Statutes, as the same presently exists or may hereafter be amended, a volunteer officer of the ESYA Athletic Boosters shall not be personally liable to the ESYA Athletic Boosters 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:
 - a. A breach of the officer's duty of loyalty to the Boosters;
 - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
 - c. A violation of state laws governing transactions. Namely,;

- d. A transaction from which the officer derived an improper personal benefit;
 - e. An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of Wisconsin State Law;
 - f. An act or omission that is grossly negligent. Any volunteer officer of the Boosters shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer to the Boosters to the extent set forth in this Article A.
- B. To the fullest extent permitted under Wisconsin State Law, as the same presently exists or may hereafter be amended, the ESYA Athletic Boosters assumes all liability to any person other than the Boosters, 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 Wisconsin State Law, 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 Boosters, shall not be brought or maintained against a volunteer officer; but such a claim shall be brought or maintained instead against the Boosters, 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 Wisconsin Stat Law, as the same presently exists or may hereafter be amended.
- C. Any repeal, amendment or other modification of this Article shall not adversely affect any right of protection of an officer of the Boosters existing at the time of such repeal, amendment, or other modification. If amended, after this Article becomes effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by as so amended.

ARTICLE VIII - Standing Committees.

Article 8.01 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 of Directors. Standing Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Boosters checking or saving account for investment purposes or otherwise, unless directed and approved by the Board of Directors majority.

Article 8.02 Membership Committee.

The Membership Committee shall consist of no less than i) one Director and ii) two other members or Directors of the Boosters. 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 Boosters's Board of Directors and the Boosters Treasurer who will distribute the funds. Further, the Membership Committee shall conduct ongoing efforts to recruit new members.

Article 8.03 Fundraising Committee.

The Fundraising Committee shall consist of no less than i) one Director and ii) two other members or Directors of the Boosters. The Fundraising Committee shall be responsible for planning, coordinating, and collecting funds from special events designed to generate revenue for the booster Boosters. (Ideas: Calendar, Golf outing, 3 seasons of 50/50 raffle, Dinners, auctions, etc.)

Article 8.04 Budget Committee.

The Budget Committee shall consist of no less than i) one Director who is not the Treasurer, acting as Chair, ii) the Treasurer and iii) the President. The committee shall prepare and arrange the budget for vote for the ensuing year at the May Board of Directors meeting. The Budget committee will monitor the budget during the year and report back to the Boosters monthly or as required The Membership Committee shall consist of no less than one Director as chair.

Article 8.05 Audit Committee.

The Audit Committee shall consist of no less than i) one Director acting as chair, who is not the Treasurer, ii) one other Director other than the Treasurer, and iii) one member of the Boosters who is not the Treasurer. They shall audit the Treasurer's accounts at least once annually, and report its findings to the Boosters at the February meeting

Article 8.06 Marketing & Communications Committee.

The Marketing and Communications Committee shall manage the marketing efforts of the Boosters as well as mass communication via tools such as the website, social media presence, mailings, and other PR methods.

Article 8.07 Disciplinary Committee.

The members of the Disciplinary Committee shall be the Vice President (Chair), Program Coordinator, and three (3) Board of Director Members-At-Large appointed by the Vice President with approval of the Board of Directors. The Committee will investigate all appeals and serious infractions of the By-Laws or rules. The Committee's decisions may be appealed to the Board of Directors by filing a written

request with the President. The Board of Directors has the authority to confirm or veto the decisions of the Disciplinary Committee.

ARTICLE IV - Meetings

Article 9.01 Annual Meeting.

The regular Annual Business meeting shall be held during the January Board of Directors Meeting unless otherwise specified by the Board of Directors for the purpose of electing officers, receiving reports on the affairs of the Corporation, and transacting such other business as may properly come before the meeting. Any change to the Annual Business Meeting date, time or location shall be announced a minimum of one week in advance of the proposed change.

Article 9.02 Board of Directors Meetings.

Board of Directors meetings shall be held monthly unless otherwise specified by the Board of Directors and reasonable notice is provided to the Board of Directors. Meetings shall be open to all interested persons. Notice of monthly Board of Directors meetings must be given one week prior to the meeting.

Article 9.03 Board of Directors Meetings.

Board of Directors Meetings shall be held monthly unless otherwise specified by the Board of Directors. A notice for the meeting and the agenda shall be posted at least 24 hours prior to the meeting date and time. A summary of the decisions reached and Board of Directors members present at each meeting should be distributed to all Board of Directors members and posted on ESYA Athletic Boosters communication platforms within a reasonable timeframe following the meeting and before the next General Meeting.

Article 9.04 Annual Board Meeting Voting.

All parent members and those who have paid a membership fee may vote at the Annual Board Meeting.

Article 9.05 Quorum.

A quorum for Board of Directors Meetings shall be 51% of the Board members. In all voting instances, majority rules for those present.

Article 9.06 Robert's Rules of Order.

Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Boosters, its Board of Directors, and its Committees.

ARTICLE X - Finances

Article 10.01

All monies received by the Boosters for any purpose shall be deposited to the credit of the Boosters in a financial institution or institutions selected by resolution of the Board of Directors.

Article 10.02

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

Article 10.03

Funds raised by any of the Boosters fundraising programs can only be directed to an approved Eleva-Strum athlete or team. All requests to direct money elsewhere must have prior approval of the Board of Directors.

Article 10.04

Any interest generated by the investment of the Boosters's general funds, in an approved financial institution, will be deposited into the Boosters's general fund.

Article 10.05

It is the responsibility of the Boosters to distribute funds from fundraising activities in an equitable way with all athletic activities with a coordination to a WIAA sanctioned sport eligible to receive financial support. The Board of Directors is responsible for determining the amount of financial support provided, with considerations given to the Varsity programs assistance with fundraising activities. Special consideration will also be given to higher cost sports.

Article 10.06

No part of the net earnings of the ESYA Athletic Boosters shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Boosters shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Boosters shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI – Amendment of these By-Laws

Article 11.01

Amendments to these By-Laws are to be submitted in writing at a regular Board of Directors Meeting. Adoption of any changes to these By-Laws will require public notice prior to a first reading at a regular Board of Directors Meeting, and final approval at the next regular Board of Directors Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least one week prior to a regular Board of Directors Meeting.

Article 11.02

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

ARTICLE XII – Dissolution of Boosters

Article 12.01

Dissolution of the Boosters entity: Should the Athletic Boosters cease to operate as a legal entity, all of the Boosters assets and cash will be distributed equally to all active athletic teams. Distribution to the teams will be calculated in the following manner; the total sum of the Boosters's ending cash balance, including assets converted to cash, divided by the total of all Eleva-Strum athletes participating in the previous three sports seasons as determined by ending varsity, junior varsity and freshman rosters prior to the Boosters's dissolution. Example: \$50,000 available divided by 750 athletes participating in the three prior sports seasons equals \$66.66 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.