

BY-LAWS OF
WINTER SPRINGS HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC.
As Amended April 8, 2008

ARTICLE I

The purpose for which this corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation of this corporation.

ARTICLE II
Name and Location

Section 1.

This corporation shall be known as WINTER SPRINGS HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC., a nonprofit Florida Corporation.

Section 2.

The principal office of this corporation shall be located at 130 Tusawilla Road, Winter Springs, Florida 32708, but the corporation may maintain offices and places of business at such other places within the State of Florida as the Executive Board may determine.

ARTICLE III
Membership

Section 1.

- (a) This corporation shall have one class of members, designated as regular voting members.
- (b) The corporation shall conduct an annual enrollment of members but may admit persons to membership at any time. Membership will be valid from June 1 to May 31 of the following year. There shall be no limit on the number of members the organization may admit.
- (c) Regular membership is granted to any person without regard to sex, race, color, creed or national origin who supports the booster club program of Winter Springs High School and pays the annual membership dues as established from time to time.
- (d) No member of this corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

- (e) All members shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.
- (f) Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
- (g) A membership shall terminate on occurrence of any of the following events:
 - (1) Resignation of the member;
 - (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
 - (3) The member's failure to pay dues, fees, or assessments as set by the board;
 - (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.
- (h) Membership Fees are not refundable

ARTICLE IV **Meetings of Members**

Section 1.

- (a) The annual meeting of the membership of this corporation shall be held during the month of May in each year, at such time and place as the Executive board may determine.
- (b) The annual meeting shall be for the purpose of electing the Executive Board for the ensuing year, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or that may be brought before it. The members of the Executive Board shall meet with the ongoing members of the Executive Board during the month of June of each year. The new Executive Board shall officially take office June 1 of each year.

Section 2.

Special meetings of the members may be held at any time upon the call of the President, OR by written request of a majority of members of the Board of Directors. ALSO, upon the written request of ten (10) members to the Secretary stating the purpose therefore, a special meeting shall be called by the Secretary within 30 days.

Section 3.

- (a) Notice of the annual meeting shall be given by mail to the members at least ten (10) days prior thereto.
- (b) Special meetings of the Corporation may be held on ten (10) days notice by written notice. The notice shall state the purposes for which the special meeting is called and no other business shall be transacted thereat.
- (c) Whenever in these By-Laws notice to members is required, notice may be in the form of US mail, electronic communications, newspaper or other written means.

Section 4.

Order of business. Order of business at annual meetings:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of previous meeting
- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Reports of Committees
- H. Election of Executive Board
- I. Transaction of other business
- J. Adjournment

Section 5.

Quorum: The members present at any meeting of the membership shall constitute a quorum at any meeting of the corporation for the transaction of business.

Section 6.

Voting: Every active member of the corporation shall have the right to be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the corporation. There shall be no voting by proxy.

ARTICLE V **Executive Board**

The Executive Board shall be comprised of the elected officers.

ARTICLE VI
Board of Directors

Section 1.

Number of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors, comprised of the elected officers and the Chairpersons of standing committees as outlined in these By-Laws, which shall number no less than five (5) and no more than thirty (30).

Section 2.

Qualifications. All members of the board of Directors shall be active members of the Corporation.

Section 3.

Duties of the Board. The Board of Directors shall transact all business of WINTER SPRINGS HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC. The Board of Directors, subject to the provisions and limitations of the Florida Not For Profit Act, restrictions of law and Articles of Incorporation or these By-Laws, shall exercise all of the powers of the corporation conferred by Chapter 617, Florida Statutes, including, but not limited to the determination of all policies, fiscal matters, employment of staff and other personnel, and in general the Board of Directors shall assume responsibility for the guidance of the affairs of the corporation.

Section 4.

Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when quorum is present shall be the act of the Board of Directors.

Section 5.

Time of Meeting. Meetings of the board shall be held at any place within Seminole County, Florida designated by the board or in the notice of the meeting .Any board meeting may be held by conference telephone, e-mail, personal chat room meeting, video screen communication or other communications equipment. Special meetings of the board for any purpose may be called at any time by the President, any Vice President, Treasurer or any two (2) board members.

Section 6.

Vacancies. Vacancies in the Executive board shall be filled by election by a majority of the Board of Directors, although less than a quorum. Each person so elected to fill a vacancy shall remain a Director and fulfill the remaining term of the Director they replaced.

Section 7.

Power to Elect officers. The general membership, at their annual meeting, shall elect a President, Vice president –Membership, Vice President – Fund Raising, Vice President – Public Relations, Vice President of Concessions, Coach Liaison, Treasurer and Secretary from among its members. Each officer shall serve a two (2) year term with the President, Vice President – Fundraising, Vice President – Concessions and Secretary being elected in odd numbered years. The Vice President – Membership, Vice President – Public Relations, Treasurer and Coach Liaison being elected in even numbered years. The Board of Directors shall have the power to appoint such officers and employees as the Board may deem necessary for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 8.

Removal of Directors, Officers and/or Employees. Any director, officer and/or employee may be removed from the Board of Directors whenever, in the judgment of the Board, upon the completion of a discussion including reasons for removal and reasonable evidence submitted, the best interests of the corporation will be served thereby, by a majority vote of the Board of Directors. Failure to attend three consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section 9.

Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Officer or Director to any other Officer or Director, for a limited period of time until a suitable replacement or assistant can be found but not to exceed 30 days. No Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10.

Annual Reports. The President and Treasurer shall present their respective reports of the operation of the corporation from the preceding year, at the annual meeting of the Board of Directors or the membership.

Section 11.

Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the corporation for any purpose, including capital improvements without the specific approval of the membership at a duly held meeting.

ARTICLE VII **Officers**

Section 1.

Officers. The officers of the Executive Board shall be the officers of this corporation. They shall consist of the President, Vice President – Membership, Vice President – Fund raising, Vice President – Public relations, Coach Liaison, Treasurer, Vice President – Concessions and Secretary, all of who shall be members of the Board of Directors. Each officer shall be elected to hold office for two (2) years.

Section 2.

President

A. The President shall:

- (1) preside at all meetings of the members and of the Board of Directors.
- (2) appoint, subject to confirmation by the Board of Directors, all standing committees, designating the chairman thereof unless these By-Laws designate an officer as such chairman, and all the special committees as may be directed.
- (3) be a member ex-officio of all committees except the nominating committee.
- (4) execute all documents as he may be authorized and directed to sign by the Board of Directors.
- (5) perform all acts and duties usually performed and exercised by a presiding officer and all other duties prescribed by the Board of Directors.

Section 3.

Vice President – Membership

A. The Vice President – Membership shall:

- (1) preside at all meetings of the members and of the Board of Directors

in the absence of the President.

- (2) be a member ex-officio of all committees, except the nominating committee.
- (3) perform all such other duties usually pertaining to the office of President in the absence of the President and all other duties prescribed by the Board of Directors.
- (4) be responsible for chairing membership.
- (5) perform all such duties usually pertaining to the office of the Vice President of Membership.

Section 4.

Vice President – Fund Raising

A. The Vice President – Fund Raising shall:

- (1) preside at all meetings of the members and the Board of Directors in the absence of the President and the Vice President – Membership.
- (2) perform all such duties usually pertaining to the office of president and Vice President – membership in the absence of both and all other duties prescribed by the Board of Directors.
- (3) be responsible for fund raising events.
- (4) the board may place special events under direct response to the board.

Section 5.

Vice President – Public Relations

A. The Vice President – Public Relations shall:

- (1) preside at all meetings of the members and of the board of Directors in the absence of the President and Vice President – Membership and Vice President – Fund Raising.
- (2) perform all such other duties usually pertaining to the office of President and Vice President –Membership and Vice President - Fund Raising in the absence of all 3 and all other duties prescribed by the Board of Directors.

- (3) be responsible for publicizing information pertaining to Winter Springs High School Athletics, including but not limited to, preparing news releases, information to Middle Schools, web home page coordinator, Bear Necessity article and advertising upcoming booster fund raising/sponsor/membership activities.
- (4) be responsible for maintaining and updating Winter Springs High School Athletic Club By-Laws.
- (5) be responsible for any legal documents as required between the Booster Club and third parties.

Section 6.

Treasurer

A. The Treasurer shall:

- (1) be custodian of all funds and securities of the corporation and collect interest thereon.
- (2) keep a record of the accounts of the corporation, collect its revenues, pay its bills, as approved by the Board of Directors, and report thereon at each regular meeting of the Board of Directors.
- (3) make report at annual meetings and special reports when requested.
- (4) deposit all monies of the corporation in the name of Winter Springs High School Athletic Booster Club, Inc. in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes.
- (5) give bond in such amount as the Board of Directors may require, the corporation to pay the premium for such bond.
- (6) prepare and file reports and returns required by all governmental agencies.
- (7) perform all duties usually pertaining to his office and all duties requested by the Board of Directors.
- (8) be responsible for chairing the Finance Committee.
- (9) Must receive prior approval from the Board for payment of unbudgeted items exceeding \$500.00.

B. The detailed bookkeeping shall be performed by the Treasurer, or a qualified bookkeeper.

C. The Treasurer's accounts and the bookkeeper's records shall be audited at the end of each fiscal year by a qualified accountant at the expense of the corporation, should there be any.

Section 7.

Secretary

A. The Secretary shall:

- (1) record the minutes of all meetings.
- (2) Send the minutes of the meetings to all board members at least 5 days prior to any meeting those minutes will be submitted at for approval.
- (3) send approved duplicate copies of all minutes to the President.
- (4) give notices of all meetings required by statutes, By-Laws or resolutions.
- (5) take attendance record at meeting and maintain a proper membership record/ mailing list.
- (6) maintain committee reports.
- (7) carry on all necessary correspondence of the corporation.
- (8) perform such other duties as may be delegated to him by the Board of Directors, and sign all papers pertaining to the corporation as he may be authorized or directed to do by the Board of Directors.
- (9) notify members of the Board of Directors forty-eight (48) hours prior to Board meetings to determine their availability to attend.
- (10) be responsible for providing the greeting and reviewing messages for the Booster Hotline.
- (11) be custodian of organizational records including a current copy of the By-Laws.

Section 8.

Coach Liaison

A. The Coach Liaison shall:

- (1) Be the liaison between the Executive Board and the coaches.
- (2) Coordinate with Vice President – Membership on team/parent meetings to facilitate membership drives.
- (3) perform all duties requested by the Board of Directors

Section 9.

Vice President - Concessions

A. The Vice President - Concessions shall:

- (1) be in charge of all concession operations for the booster club.
- (2) work with Treasurer for monies collected for concessions.
- (3) perform all other duties established by the board.

ARTICLE VIII **Committees**

Section 1.

Nominating Committee.

- A. There shall be a nominating committee to be comprised of two (2) members of the Board of Directors, two (2) members in good standing of the General Booster memberships who are not Board Members. This committee shall be formed at least two (2) months prior to the annual membership meeting in May.
- B. The Nominating Committee shall nominate the candidates for the vacancies in the executive Board and shall report such nominations to the membership at large at the annual meeting.
- C. Additional nominations for candidates for election of the annual meeting may be made from the floor.

Section 2.

The duties and powers assigned by these By-Laws to the standing committees shall be outlined in these By-Laws. The standing committees shall be as follows:

A.. Membership Committee (Chair – Vice President Membership)

- (1) shall supervise the active solicitation of membership sales
- (2) shall maintain a list of active members for the purpose of mailings and other related activities.
- (3) shall create and distribute membership materials.
- (4) shall recommend to the Board of Directors yearly membership costs and what is included with those materials.

B. Fund Raising Committee (Chair- Vice President Fund Raising)

- (1) shall identify a number of potential fund raising activities to the Board of Directors. (This should include estimate of costs and potential income.) Once established, many of the fund raising activities should re-occur yearly.
- (2) shall, upon Board approval, pursue individual activities by establishing an activity chair who will outline necessary steps and cross committee activities (example: brick sales, i.e.)

C. Concession Committee (Chair- Vice President - Concessions)

- (1) shall establish time frames and locations each specific concession must be manned.
- (2) shall ensure concessions are manned properly (usually done by parents of those participating in sport.)
- (3) shall, when possible, try to get food contributed (again usually by parents) for concession sale.
- (4) shall purchase, at lowest possible cost, necessary concession products. This includes what is required for start-up and clean-up.
- (5) shall establish competitive prices for products being sold.
- (6) shall work with outside vendors to get the best delivered prices. (i.e. soda, pizza.)

D. Finance Committee (Chair – Treasurer)

- (1) shall, when necessary, work to establish a loan at the lowest cost to the membership. (ensuring financial requirements and potential yearly income for payback)
- (2) shall, based on input from the Board members, create and maintain the Board budget.
- (3) shall work with a committee member to assist in the monthly reconciliation of bank accounts.
- (4) shall ensure income from all activities are delivered to treasurer for deposit into appropriate banking accounts.

E. By-Laws Committee (Chair – Parliamentarian)

1. Parliamentarian to be appointed by the President and will:
 - (a) attend all meetings of the organization and render advice on parliamentary procedure as needed.
 - (b) Chair the By-Laws Committee.
 - (c) Oversee all elections to ensure proper procedure has been followed.
 - (d) Prepare a manual for new board members to include a copy of the bylaws and Robert's Rules of Order. Supplies to make the manual to be paid for by the Booster Club.
 - (e) Conduct an annual training for the Board of Directors on Parliamentary procedure and the By-Laws.
 - (f) Provide training as necessary to new Board members.
2. The bylaws committee:
 - (a) shall ensure all enhancements/modifications to the existing By-Laws are clearly presented to the Board of Directors for review and acceptance.
 - (b) shall, when questions are presented, present a clear explanation of the By-Laws and how it may apply to the issue in question.

F. Public Relations Committee (Chair–Vice President Public Relations)

- (1) shall work to what is necessary to publicize any Winter Springs High

School Athletic activity via the most effective communication means.
(This committee will cross most committees when notification to the public is required.)

ARTICLE IX
Rules of Order

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE X
Miscellaneous

Section 1.

Any questions as to the meaning of proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 2.

These By-Laws may be repealed or amended by a two-thirds (2/3) vote of the active members at any annual meeting or at any special meeting called for that purpose. The members shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the state, or to so amend the By-Laws as to effect a fundamental change in the policies of the corporation. Notice of any amendment to be made at a special meeting of the members shall be given at least ten (10) days before such meeting and must set forth the amendments to be considered.