

Adopted October 27, 2014

Messalonskee High School and Middle School All Sports Boosters

d/b/a Messalonskee All Sports Boosters

By-Laws

Article I: Organization Name

This organization shall be known as the Messalonskee High School and Middle School All Sports Boosters d/b/a Messalonskee All Sports Boosters, hereinafter referred to as the “Boosters”.

Article II: Purpose; Non-Profit

Section 1 – General

The purpose of the Boosters is to enrich athletics by supplementing and complementing the efforts of the Messalonskee High School and Messalonskee Middle School in providing Interscholastic and Intrасhoolastic Competitive Athletic Activities at Messalonskee High School and Messalonskee Middle School (the “Schools”) (“Athletic Activities” or the “IICAAs”). Additionally it seeks to minimize additional expenses to families, and in an equitable, organized, efficient, accountable and financially sound manner to provide for all student-athletes at the School. The Boosters shall at all times act in a fashion consistent with the principles, policies and administrative procedures and guidelines of the Messalonskee Public Schools. Nothing in these By-Laws is intended to or shall be construed to conflict with the Schools’ rules in a way that results in any adverse effect to the Boosters, the Schools, Athletic Activities, or any student.

Section 2 – Non-profit Status

Notwithstanding any other provisions by these By-Laws, the Boosters shall carry out activities permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Code”), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

Section 3 – Prohibition of the Inurement of Assets and Income to Private Persons

The Boosters are not organized for pecuniary profit. No part of its net earnings or principal shall inure to the benefit of any Member, Officer or Director of the Boosters, or any other private persons, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 4 – Dissolution

If the Boosters is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Boosters, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities and the creation of a reasonable reserve for contingent liabilities, if any, shall be transferred to Messalonskee High School for exclusively public purposes.

Article III: Membership

Section 1 – General Membership

General Membership is open to any person who has an interest in supporting the purpose of the Boosters.

The General Members shall have no authority or voting rights with respect to governance of the Boosters. The day-to-day activities of the Boosters shall be governed by a Board of Directors pursuant to Article IV herein. The role of the General Members shall be to generally support the purpose of the Boosters.

Section 2 – IICAA Level Membership

IICAA Level Membership is open to any person who has a child or ward actively participating in an Athletic Activity who is interested in supporting the purpose of the Boosters. For example, if the Athletic Activity has twenty five (25) students participating, there could be up to fifty (50) persons eligible to vote for the IICAA's Director. The list of IICAAs is attached hereto as Exhibit A and shall be updated by the School's Athletic Director for each school year, and during the school year as needed upon notice to the Board of Directors by the Athletic Director. It shall not be considered an amendment to these By-Laws to amend Exhibit A as described in the preceding sentence.

To become an IICAA Level Member, an individual must attend at least one (1) meeting of the parents and guardians of children who actively participate in a particular Athletic Activity, and provide his or her name and contact information to the Secretary. An individual shall remain a Member of the group until the earlier of such time as (i) he or she notifies the Secretary that he or she no longer desires to be an IICAA Level Member, (ii) he or she has three unexcused absences from IICAA Level Member meetings as determined by the Board, or (iii) his or her child or ward is no longer actively participating in the IICAA. For purposes of these Bylaws "actively participating" means the child or ward is on the active roster of the IICAA and has not been removed due to grades, conduct, or for any other reason.

The role of the IICAA Level Members shall be to generally support the purpose of the Boosters, and to provide feedback and guidance when requested by the Board of Directors. IICAA Level Members are encouraged to attend the monthly meetings of the

Adopted October 27, 2014

Board of Directors to provide any requested feedback and guidance. IICAA Level Members' voting rights are limited to voting for their respective IICAA Level Director as described below.

(a) Classes of IICAA Level Members

There shall be a separate class of IICAA Level Members for each Messalonskee High School IICAA. There shall be a separate class of IICAA Level Members for each season (fall, winter, and spring) of Messalonskee Middle School boys' sports and for each season (fall, winter, and spring) of Messalonskee Middle School girls' sports, for a total of six (6) voting parent groups. There will not be a separate class of IICAA Level Members for each Messalonskee Middle School sports team. An IICAA Level Member may choose to be a Member of any number of Athletic Activity parent/guardian groups provided he or she has a child or ward actively participating in such IICAA. Each class of IICAA Level Members shall be responsible for electing its own Director as set forth below.

(b) IICAA Level Membership Meetings

- i. Annual Meetings: An Annual Meeting of each class of IICAA Level Members will be held by June of each year for the election of that class' Director and an alternate Director. The date of each Annual Meeting shall be determined by the Directors and notice shall be provided by the Secretary as described below. The Directors may choose to have a full IICAA Level Membership meeting or separate class IICAA Level Membership meetings.
- ii. Conduct of Meetings: All meetings shall be conducted in accordance with Robert's Rules of Order or similar rules of procedure.
- iii. Location of Meetings: All meetings shall be held on the Messalonskee High School campus or any other location used by Messalonskee Public Schools.
- iv. Quorum. At least ten (10%) percent of IICAA Level Members entitled to vote on a particular matter must be present or participating electronically or by phone at meetings of the IICAA Level Membership to constitute a quorum for the transaction of business.
- v. Action by Unanimous Written Consent: Any action required or permitted to be taken at a meeting of the IICAA Level Members may be taken without a meeting if written consents, setting forth the action so taken, are signed by all the IICAA Level Members entitled to vote on such action and are filed with the clerk of the Boosters as part of the corporate records.

Article IV: Board of Directors

Section 1 – Powers

The daily business and operations for the Boosters shall be managed by a Board of Directors, in concert with the Messalonskee High School Athletic Director as described in these By-Laws, and in compliance with all Messalonskee Public Schools' policies and procedures.

Section 2 – Number and Term

The Board of Directors shall be comprised of the Messalonskee High School Athletic Director and one representative from the membership of each class of IICAA Level Members. *By way of example, if there are 22 IICAAs officially listed by the Messalonskee High School Athletic Director for the high school for a school year, and 3 sports seasons for Messalonskee Middle School boys and 3 sports seasons for Messalonskee Middle School girls, there shall be 28 members of the Board of Directors plus the Messalonskee High School Athletic Director.*

Each member of the Board of Directors shall be elected annually by the Members of the applicable class of IICAA Level Members. A Director may only represent one IICAA during his or her term. Each Director shall serve for a term of (1) one year, without limitation on the number of terms that may be served.

Section 3 – Vacancies

Any Director who resigns, has three unexcused absences from Board meetings per fiscal year (July 1 to June 30) as determined by the Board, or becomes ineligible for membership on the Board, shall be replaced by the alternate Director elected by the appropriate class of IICAA Level Members at the prior Annual Meeting. If the alternate Director is unable to serve, the Board shall call a meeting of the appropriate class of IICAA Level Members to elect a Director to serve until the next Annual Meeting of the IICAA Level Members.

Section 4 - Board Meetings

- (a) Annual Meetings: An Annual Meeting of the Board of Directors shall be held within thirty (30) days after the IICAA Members' Annual Meeting to elect officers and appoint committees.
- (b) Regular Meetings: Regular Meetings shall be scheduled at least once per month (excluding the month of the Annual Meeting and excluding the month of July).

Adopted October 27, 2014

- (c) Additional Meetings: Additional meetings may be called by the President or a majority of the Board of Directors.
- (d) Conduct of Meetings: All meetings shall be conducted in accordance with Robert's Rule of Order or similar rules of procedure.
- (e) Location of Meetings: All meetings shall be held on the Messalonskee High School campus or any other location used by Messalonskee Public Schools.
- (f) Quorum: Twenty five (25%) percent of the Directors entitled to vote on a particular matter must be present or participating electronically or by phone, if the latter two methods of participation are approved in advance by the Board of Directors, at meetings of the Directors to constitute a quorum for the transaction of business.
- (g) Action of Directors: Except as otherwise provided in these By-Laws, all motions shall be passed by a majority of the Directors constituting a quorum.
- (h) Action by Unanimous Written Consent: Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action.

Section 5 - Officers of the Boosters

The Officers of the Boosters shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall hold office for the ensuing year, or until their successors are duly elected.

- (a) Selection
 - i. The Officers shall be elected by a majority of the Board of Directors at a meeting within thirty (30) days following the Annual Meeting of IICAA Level Members in June.
 - ii. The Board, from its membership, shall elect a President, Vice President and Secretary, each for a term of one year. The President, Vice President and Secretary shall be members of the Board of Directors. No Director shall hold the same elected office for more than two consecutive years unless approved unanimously by the Board of Directors. The Treasurer shall be an individual elected by the Board of Directors.

(b) Duties of Officers

i. President

A. It shall be the responsibility of the President to preside over all meetings of the Board of Directors.

B. The President shall serve as Chairperson of the Board of Directors and shall assume all responsibilities stated in these By-Laws and as otherwise directed by the Directors.

ii. Vice President

A. The Vice President shall assist the President in the fulfillment of his or her duties.

B. The Vice President will replace the President in the event the President is unable to serve.

iii. Secretary

A. The Secretary shall attend and keep minutes of meetings of the Board of Directors.

B. The Secretary shall be responsible for all correspondence of the Boosters including electronic communication and website maintenance.

C. The Secretary shall be responsible for giving notice of all Board and IICAA Level Member meeting dates and times, agendas and meeting minutes by posting that information on the Boosters' website. Notice of meeting dates must be given at least 10 and not more than 50 days prior to each meeting.

iv. Treasurer

A. The Treasurer shall be responsible for depositing funds with the person designated by the Principal of Messalonskee High School to manage the School's athletic accounts (the "Account Manager"), submitting payment requests to the Account Manager, and reporting to the Messalonskee High School Athletic Director as requested by the Messalonskee High School Athletic Director.

B. The Treasurer shall present an itemized statement of income and expenses at each meeting of the Board of Directors.

Section 6 - Non-Officer Functional Roles

The Board of Directors may appoint from its members such ad hoc or standing committees or non-officer positions with such powers as it may choose to delegate, not otherwise expressly reserved to the Board, as it deems necessary or advisable to achieving the purpose of the Boosters.

Section 7 – Registered Office and Registered Agent

The Registered Office of the Boosters shall be the office of the Registered Agent, which is set forth in the Articles of Incorporation. The Boosters shall have a Registered Agent, who shall not by reason of such position alone be an officer. The Registered Agent of the Boosters shall be a resident of the State of Maine. The address of the Registered Office may be changed by the Board of Directors or by the Registered Agent. The Registered Agent may certify votes and have such powers as are prescribed by the Maine Non-Profit Corporation Act.

Article V: Finances

Section 1 - Fiscal Year

The fiscal year of the Boosters shall be from July 1 through June 30 of each year.

Section 2 - Management of Funds

A single account shall be kept for the Boosters (the “Account”). The Account shall be managed by the Account Manager.

Section 3 – Requests for Funds

(a) Each Messalonskee High School IICAA has an Interscholastic or Intrасcholastic Athletic Activity Ledger, held under a single student activity account (an “IIAAL”). The Messalonskee High School Athletic Director is responsible for approving and denying requests for funds by IICAA coaches from their respective IIAAL. If an IICAA high school coach submits a fund request that exceeds available funds in its IIAAL, the Messalonskee High School Athletic Director shall preliminarily approve or deny the request for additional funds. If the Messalonskee High School Athletic Director approves the request, he or she shall then submit the request to the Boosters for consideration in funding such request, in whole or in part.

If the Messalonskee High School Athletic Director denies the request, the IICAA coach may appeal to the Messalonskee High School Principal. If the Messalonskee High School Principal approves the request, it shall then be forwarded to the Boosters for consideration.

The Board shall vote on the request at the next Regular Meeting.

Adopted October 27, 2014

(b) The Messalonskee Middle School Athletic Director shall preliminarily approve or deny the request for funds by Messalonskee Middle School Coaches from the Boosters. If the Messalonskee Middle School Athletic Director approves the request, he or she shall then submit the request to the Messalonskee High School Athletic Director for his or her preliminary approval. If the Messalonskee High School Athletic Director approves the request, he or she shall then submit the request to the Boosters for consideration in funding such request, in whole or in part.

If the Messalonskee Middle School Athletic Director denies the request, the Messalonskee Middle School coach may appeal to the Messalonskee High School Athletic Director. If the Messalonskee High School Athletic Director approves the request, it shall then be forwarded to the Boosters for consideration.

The Board shall vote on the request at the next Regular Meeting.

Section 4 – Fundraisers; Allocation of Profits

Each IICAA may participate in 2 fundraisers per year. The high school fundraisers must have prior approval by the Messalonskee High School Athletic Director, and the Messalonskee Middle School fund raisers must have prior approval by the Messalonskee Middle School Athletic Director. One hundred (100%) percent of the profits from these fundraisers shall be deposited directly into the appropriate IIAAL.

No revenues will be accumulated outside of the authority of the Messalonskee Public Schools and the Boosters.

All gifts must be in compliance with the High School Athletic Booster Clubs and Public Gifts to Athletic Programs policy (policy KJA), a copy of which, current as of the date of adoption of these By-Laws, is attached to these By-Laws for reference (the “Gift Policy”). The Gift Policy may be amended by proper School procedure without requiring an amendment to these By-Laws.

Any gifts not in compliance with the Gift Policy or Title IX will be respectfully declined.

Article VI - Amendments

These By-Laws may be amended upon approval of all the following: (i) a two-thirds majority of the Board of Directors, (ii) the Messalonskee High School Athletic Director, and (iii) the Messalonskee High School Principal. Motions for amendment may be advanced at the discretion of the President at any regularly scheduled meeting.

Adopted October 27, 2014

Article VII – Conflict Resolution

If there is a conflict in interpretation of these By-Laws or in resolving issues not otherwise to be decided by the Board, that issue would be decided by vote of the Messalonskee High School Principal, and the President and the Vice President of the Boosters.