

Purple and White Club

d/b/a Deering High School Athletic Boosters

By-Laws

**Article I: Organization Name**

This organization shall be known as the “Purple and White Club”, d/b/a “Deering High School Athletic Boosters”, hereinafter referred to as the “Boosters”.

**Article II: Purpose; Non-Profit**

**Section 1 – General**

The purpose of the Boosters is to supplement and complement the efforts of the Portland Public Schools in providing Interscholastic Athletic Activities at Deering High School (the “School”) sanctioned by Portland Public Schools (an “IAA” or the “IAAs”). 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 in a fashion consistent with the principles and policies of the Portland Public Schools. Nothing in these By-Laws is intended to or shall be construed to conflict with School rules in a way that results in any adverse effect to the Boosters, the School, any IAA, 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 some other organization exempt under Section 501(c) of the Code or to the United States or an instrumentality thereof for exclusively public purposes, or to the State of Maine or a political subdivision thereof 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 – IAA Membership**

IAA Membership is open to any person who has a child or ward actively participating in a given IAA who is interested in supporting the purpose of the Boosters. The list of IAAs 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 from time to time as described in the preceding sentence.

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

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

Directors to provide any requested feedback and guidance. IAA Members' voting rights are limited to voting for their respective class' Director as described below.

(a) Classes of IAA Members

There shall be a separate class of IAA Members for each IAA. An IAA Member may choose to be a Member of any number of IAAs provided he or she has a child or ward actively participating in such IAA. Each class of IAA Members shall be responsible for electing its own Director as set forth below.

(b) IAA Membership Meetings

- i. Annual Meetings: An Annual Meeting of each class of IAA Members will be held in May 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 IAA Membership meeting or separate class IAA 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 Portland Public School's campus or any other location used by Portland Public Schools.
- iv. Quorum. A majority of IAA Members entitled to vote on a particular matter must be present at meetings of the IAA 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 IAA Members may be taken without a meeting if written consents, setting forth the action so taken, are signed by all the IAA 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 School's Athletic Director as described in these By-Laws, and in compliance with all Portland Public Schools polices and procedures.

## **Section 2 – Number and Term**

The Board of Directors shall be comprised of the Athletic Director of the School and one representative from the membership of each class of IAA Members. By way of example, if there are 25 IAAs for a school year, there shall be 25 members of the Board of Directors plus the Athletic Director.

Each member of the Board of Directors shall be elected annually by the Members of the applicable class of IAA Members. A Director may only represent one IAA during his or her term. Each Director shall serve for a term of (1) one year.

## **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 IAA 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 IAA Members to elect a Director to serve until the next Annual Meeting of the IAA 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 IAA 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).
- (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 Portland Public School's campus or any other location used by Portland Public Schools.
- (f) Quorum: A majority of the Directors entitled to vote on a particular matter must be present 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 IAA Members in May.
- 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. Any individual can hold more than one office at any given time. The Treasurer shall be the individual serving as the School's Account Manager from time to time, or another individual appointed by the Board from time to time.

#### (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 from time to time.

ii. Secretary

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

B. The Secretary shall be responsible for all correspondence of the Boosters.

C. The Secretary shall be responsible for giving notice of all Board and IAA Member meeting dates and times, agendas and meeting minutes in accordance with School Committee guidelines. Notice of meeting dates must be given at least 10 and not more than 50 days prior to each meeting. The Secretary shall post minutes of each meeting in accordance with School Committee guidelines.

iii. Treasurer

When the Treasurer is the School's Account Manager, the Treasurer shall have the duties imposed by the School from time to time. No additional duties are imposed on the School's Account Manager by virtue of these By-Laws. When the Treasurer is another individual appointed by the Board, the Treasurer shall have the duties delegated by the Board of Directors from time to time. The Treasurer may serve as Treasurer for both the Boosters and the Purple and White Club concurrently.

### **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 from time to time 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 Treasurer shall be responsible for managing the Account.

### **Section 3 – Requests for Funds**

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

If the Athletic Director denies the request, the IAA coach may appeal to the Principal of the School. If the 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.

### **Section 4 – Fundraisers; Allocation of Profits**

Per School policy, each IAA may participate in 2 fundraisers per year. The fundraisers must have prior approval by the Athletic Director. Fifty percent (50%) of the profits from these fundraisers shall be deposited directly into the appropriate IAAL. The remaining profits shall be deposited into the Boosters Account for use and allocation consistent with Booster procedures.

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

All gifts must be in compliance with Portland Public Schools Gift Policy, 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 may be amended by proper School procedure without requiring an amendment to these By-Laws.

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

#### **Article VI - Amendments**

These By-Laws may be amended upon approval of the following: a two-thirds majority of the Board of Directors, a two-thirds majority of the Board of Directors of the Blue and White Club, d/b/a Portland High School Athletic Boosters, the School's Athletic Director and the Superintendent. Motions for amendment may be advanced at the discretion of the President at any regularly scheduled meeting.