

**BYLAWS
OF
STADIUM HIGH SCHOOL BOOSTERS CLUB
Amended, February 2013**

ARTICLE I

Membership

I.1. Members. The members of this corporation shall consist of persons whose background, experience or interests indicate that they will support the purposes of the corporation. All parents and guardians of Stadium High School students are, by default, General Members for the corporation. Voting members of the corporation are those parents, guardians, Stadium High School teachers and staff, and others interested in supporting the purpose of the corporation who pay annual membership dues. Two types of membership are available. Active membership will be individuals who wish to regularly attend meetings and be active voting members. Sustaining members will be individuals who do not regularly attend meetings and do not have voting privileges. Members for notice and voting purposes shall be those persons choosing to be active members, whose current dues have been paid. Voting members must attend at least two booster meetings during the current year.

I.2. Certificates of Membership. Certificates of Membership in the corporation may be issued. They shall exhibit the member's name and be signed by the president or vice president.

I.3. Mini Boosters Membership. Any associated Stadium High School Booster group using Stadium High School Boosters Club's federally assigned EIN, shall be considered and referred to as a Mini Booster Group. Stadium Mini Booster Groups will have special requirements.

I.3.A All Executive Members of a Mini Booster Group must be an Active/Voting Stadium High School Boosters member.

ARTICLE II

Meetings of Members

II.1. Meeting of Membership. The membership shall meet monthly during the school year at Stadium High School unless another location has been specified and approved by the Executive Board. Notice of the meeting shall be given by the secretary, or by another member of the Executive Board, at least five (5) days prior to the meeting date. The notice shall specify the time and place of the meeting, the items to be discussed, and shall be given by mail, by electronic communication, or by personal communication intended to reach the membership.

II.1.A At least one executive member from each Mini Booster Group must attend each Stadium High School Booster Meeting. In the event that a Mini Booster Group Executive Member cannot attend, a representative for that group may be sent. A Mini Booster Group Executive Member must attend at least four (4) meetings per year.

II.1.B A Mini Booster Group Representative may act as such, for only one (1) group per year.

II.1.C Failure by a Mini Booster Group to achieve the membership meeting requirements, are subject to revocation of the privilege of using the Stadium High School Boosters Club EIN.

II.2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the Board of Trustees, at such time and place as the president or the Board of Trustees may prescribe. Special meetings of the members may also be called by active members having at least one-twentieth (1/20th) of the votes entitled to be cast at such a meeting. In the event that such be the case, it shall be the duty of the secretary, upon request by such members, to call a special meeting of the membership to be held at the time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary neglects or refuses to issue such call within five (5) days of receipt, the members making the request may issue the call, specifying the time and place of the meeting.

II.3. Notice of Meetings. Notices of the date, place and hour of the meeting will be sent the membership not less than five days prior to the meeting.

II. 4. Quorum. Members holding five percent (5%) of the votes entitled to be cast at any meeting shall constitute a quorum. The majority vote by active members at a meeting, at which a quorum is present, shall be necessary for the adoption of any matter.

II. 5. Proxies. Active members may not vote by proxy. They must be present in order to cast a vote.

ARTICLE III

Board of Trustees

III.1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Trustees, who shall be elected by the Executive Board and Officers.

III.2. Annual Meetings. The annual meeting for election of trustees to succeed those whose terms expire, and for the transaction of other such business as may properly come before the meeting, shall be held each year prior to the first general membership meeting of the school year.

III.3. Special Meetings. Special meetings of the Board of Trustees may be held at any place, at any time, whenever called by the president or secretary, or any two (2) or more trustees.

III.4. Notice of Meetings. No notice of the annual meeting of the Board of Trustees shall be required. Notice of the time and place of any special meetings of the Board of Trustees shall be given by the secretary, or by the person or persons calling the meeting, by mail, electronically or by personal communication, at least three (3) days prior to the meeting date. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice or any waiver of notice of such meeting.

III.5. Number. The number of the trustees of the corporation shall not be less than three. The Board of Trustees by amendment of these Bylaws may increase or decrease the number of trustees, provided

that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of trustees to less than three. Each trustee shall be elected annually and hold office until a successor is elected and qualified, for a term not to exceed four years.

III.6. Vacancies. The Board of Trustees shall have power to fill any vacancy occurring in the Executive Board and any vacancy created by an increase in the number of trustees by amendment to these Bylaws. The person appointed or elected to fill a vacancy, shall complete the unexpired term of the predecessor in office.

III.7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. At any meeting of the Board of Trustees at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE IV

Meetings of the Executive Board

IV.1. Annual Meeting. The annual meeting of the Executive Board shall be held after the annual membership meeting or any membership meeting at which members of the Executive Board are elected. The meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting. This meeting to take place following the spring elections and prior to the start of the upcoming school year.

IV.2. Special Meetings. Special meetings of the Executive Board may be held at any place, at any time, whenever called by the president or secretary, or any two (2) or more trustees.

IV.3. Notice of Meetings. No notice of the annual meeting of the Executive Board shall be required. Notice of the time and place of any special meetings of the Executive Board shall be given by the secretary, or by the person or persons calling the meeting, by mail, electronically or by personal communication, at least three (3) days prior to the meeting date.

IV.4. Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business. At any meeting of the Executive Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE V

Actions by Written Consent

V.1. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the active members or trustees of the corporation, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Executive Board members or trustees entitled to vote with respect to the subject matter of the action. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VI

Waiver of Notice

VI.1. Whenever any notice is required to be given to any active member or trustee of the corporation by the Articles of Incorporation or Bylaws or by the laws of the State of Washington, a written waiver signed by the person or persons entitled to notice shall be equivalent to the giving of such notice.

ARTICLE VII

Indemnification of Trustees, Executive Board, and Officers

VII.1. Each trustee or officer serving the corporation and each person who at the request of or on behalf of the corporation serving as a trustee, director, or officer of any other corporation, whether for profit, or not for profit, and his/her respective heirs, executors and personal representatives, shall be indemnified by the corporation against the expenses actually and necessarily incurred when he/she is made a party by reason of being or having been a trustee or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Trustees or members, or otherwise.

ARTICLE VIII

Executive Board and Officers

VIII.1. Officers Enumerated. The officers of the corporation shall be president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees. Each officer shall be annually elected by the active membership and shall serve until their successors are duly elected and qualified, but not more than three consecutive terms in any one office, with the exception of the office of treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Trustees may prescribe.

VIII.2. The President. The president shall exercise the usual executive powers pertaining to the office of president. The president shall preside at meetings of the Board of Trustees, the Executive Board, and of the membership. This position may be held in a co-capacity.

VIII.3. The Vice President. In the event of disability of the president, the vice president shall act as president. In addition, the vice president will for each meeting create and provide the meeting agenda. This position may be held in a co-capacity.

VIII.4. The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Executive Board and Board of Trustees and of the membership and when requested by the president,

to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation. The minutes of the previous month's meeting will be published and sent to the officers no later than the second Tuesday of the month or one week prior to the upcoming meeting. This position may not be held in a co-capacity.

VIII.5. The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall keep regular books of account. The treasurer shall deposit all funds and other valuable effects in the name of the corporation in depositories designated by the Board of Trustees. In general, the treasurer shall perform all the duties incident to the office of treasurer. This position may not be held in a co-capacity.

VIII.6. Vacancies. Vacancies in any office arising from any cause may be filled by the active membership at any regular or special meeting.

VIII.7. Removal. Any officer elected or appointed or Executive Board member may be removed by the Board of Trustees whenever in its judgment the action serves the best interest of the corporation.

ARTICLE IX

Administrative and Financial Provision

IX.1. Annual Dues. There will be no annual membership dues for general members. The annual membership dues for voting members of the corporation shall be \$10.00 for an individual membership and \$20.00 for a family membership, \$25.00 or more for Super Booster, payable in advance to the treasurer of the corporation. A four year individual membership will be offered for \$35 with a four year household membership at \$75.

IX.2. Fiscal Year. The fiscal year of the corporation shall end on July 31 of each year.

IX.3. Loans Prohibited. No loans shall be made by the corporation to any officer, trustee, or member.

IX.4. Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees. The corporation shall maintain at its registered office a register of the names and addresses of its active members entitled to vote. All books and records of the corporation may be inspected by any active member, or his agent or attorney, for any proper purpose at any reasonable time.

IX.4.A. Mini Booster Groups are required to submit quarterly income and expense reports to the Stadium High School Boosters Club. The submission schedule is:

Reports covering; August, September, October	DUE BY November 15
Reports covering; November, December, January	DUE BY February 15
Reports covering; February, March, April	DUE BY May 15
Reports covering; May, June, July	DUE BY August 15

IX.4.B. Mini Booster Groups will supply any additional information requested by any Stadium High School Boosters Club Executive Committee Member within five (5) days of the request. The request may be by mail, electronically or by personal communication.

IX.4.C. Failure to submit the required or requested reports or information will result in the closure of the Mini Booster Group's bank account and the redistribution of the subject funds to the other Mini Booster Groups.

IX.4.D. Records found to be fraudulent, will result in the immediate closure of the subject Mini Booster Group bank account. In this case, no notice to the Mini Booster Group will be required.

IX.4.E All contractors or service providers hired by Stadium Mini-Booster Groups must have a valid in-force tax I.D. number and business license. Stadium Boosters will not issue the IRS 1099 form for Mini-Booster groups.

IX.5. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the active members at any annual or special meeting of the Board.

IX.6. Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Trustees of the corporation shall be the rules contained in Roberts' Rules of Order of Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Trustees.

IX.7. Annual Audit. An annual audit is to be performed not later than November 1. The audit members/committee must be Active/Voting Booster members and must specifically exclude any Stadium Booster Executive Members.

ARTICLE X

Grants

X.1. Procedure. Student, teachers, staff, and school organizations recognized by the schools ASB may apply for funds. Requests from outside organizations will not be considered. Requests must be for school related activities and preferably benefit the school as a whole. Requests must be submitted in writing by completing and submitting the appropriate grant form according to the timeline listed on the current school year grant form. Any grants exceeding \$500.00 must be personally presented by a representative at a membership meeting. The Grant Committee may review all grants prior to presentation to the membership.

X.2. Decision Making. Grant requests will be voted on at a membership meeting. Grant requests are approved or denied by a majority vote of the active membership.

X.2.A. Grants submitted by Active/Voting Stadium High School Boosters Club Members, will be considered in preference to General/Sustaining Members.

X.2.B. A Mini Booster Group Executive Member must attend at least four (4) meetings per year to be eligible for their group to receive grants. Three (3) of these meetings may be from the previous school year.

X.2.C. Grants submitted by General/Sustaining Members of Stadium High School Boosters Club will be considered at the penultimate Stadium High School Boosters Club Meeting.

X.3. Limitations. In order to insure that the Booster Club is able to support a wide variety of activities; grants to any students, teachers, staff, school organization or club as defined by the general membership shall not exceed \$10,000.00 during the current year and the prior two years. Any funds granted thus far, that exceed this limit will be awarded, but the beneficiaries of the funds shall adhere to the limit for the remainder of the three years. Theme Readers, for the purpose of this limitation, are not considered part of the English Department, but a separate entity. Theme readers or their representatives may apply for grants on a yearly basis for funds not to exceed the actual cost of the program, even if the total exceeds the above limitation. The Grad Night organization may receive up to one-third of the above limitation.

ARTICLE XI

Booster Scholarships

XI.1. Procedure. Scholarships will be awarded to graduating seniors. Stadium Staff are eligible to nominate students for school spirit, citizenship, positive attitude, etc. The number of scholarships awarded may vary from year to year based on the annual budget for scholarships. The staff may nominate any senior that they feel merits the cash award.

X.2. Decision Making. The nominees will be reviewed and chosen by the Booster Executive Board and finalists' names will be given to the Booster President and Treasurer. They will be announced at the senior awards night program.