

BYLAWS OF STADIUM HIGH SCHOOL BOOSTER CLUB

Revised and Approved January 9, 2023

Amended September 25, 2023

ARTICLE 1- ORGANIZATION NAME

The organization Stadium High School Booster Club shall hereby be known as and may be referred to as “Booster Club” or “Big Booster” in addition to the Stadium High School Booster Club and is a non-profit 501(c)(3) organization within the State of Washington.

Article 2- Purpose

Stadium High School Boosters' mission is to deepen the school spirit and enrich the educational, athletic, social, and developmental experiences at Stadium High School. Stadium High School Boosters is committed to building the Stadium community by supporting opportunities for students to learn, grow, and socialize together.

Article 3- Membership

SECTION 3.1: Membership: Membership in the Stadium High School Booster Club shall consist of parents and legal guardians, alums, and friends of all Stadium High School supporters and other enthusiasts interested in supporting and promoting athletics, academics, and other school-sponsored clubs and activities.

All Executive Board Members, volunteers in any Stadium High School Booster Club sponsored activity or Mini Booster must be a current active/voting Stadium High School Booster Club member.

3.1.1: Active/Voting Members: These members of the organization are those parents, guardians, Stadium High School teachers and staff, and other community persons who are interested in supporting the purpose of the Booster Club and pay annual membership dues. These members are considered active/voting members and can serve on committees, be nominated and elected to office, and participate in discussions and vote on all motions presented to the general membership. To remain in good standing with the Boosters, voting members must attend at least **two (2)** Booster meetings during the current school year *to retain voting privilege*.

3.1.1.a: Individual Membership: Membership for one (1) person with one (1) vote at the general membership meetings.

3.1.1.b: Household Membership: Membership for two (2) people with two (2) individual votes at the general membership meeting.

3.1.1.c: Corporate Membership: Membership for one (1) Corporation with one (1) vote at the general membership meeting.

3.1.1.d: Super Booster Membership: Membership for one (1) person with one (1) vote at the general membership meeting plus an All-Athletic Pass.

3.1.2 General/Non-Voting Members: These members of the organization are those parents, guardians, Stadium High School teachers and staff, and other community persons who are

interested in supporting the purpose of the Booster Club. These members are considered general members, can attend meetings but do not have voting privileges and cannot serve on committees or be elected to office, unless they pay membership dues to do so.

SECTION 3.2: 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 as laid out in Article 8.

3.2.1 All Officers or Representatives of a Mini Booster Group must be an Active/Voting Stadium High School Boosters member.

SECTION 3.3: Membership Dues: Membership dues for each type of membership are determined annually by the Executive Board. The cost of Membership dues will be posted on Booster website by June 30 each year, except for Super Booster Memberships which will be posted within 30 days of the date Tacoma Public Schools releases the price of an all-athletic pass. Financial hardship will not be a barrier to joining the Stadium High School Booster Club as an active/voting member, financial assistance can be requested. Dues and Fees shall be paid at the time of membership registration. Membership privileges and voting rights become immediately valid once annual membership is paid. Memberships can be established at any time of the year and will be valid for the period of July 1 to June 30. Membership dues will not be prorated.

Article 4- Meetings of Members

SECTION 4.1: General Meetings of Membership: The membership shall meet monthly during the academic school year at Stadium High School unless another location has been specified and approved by the Executive Board. Meetings may be held virtually, if needed, on an easily accessible conferencing platform, such as Zoom. If a meeting is held virtually, participants must have the ability to communicate in the meeting and hear participants speak.

4.1.1: **Notice of Meetings:** 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. 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 person communication intended to reach the membership. If a meeting is to be held virtually, information on how to access the virtual platform shall be provided in the same manner as if the meeting was in person.

4.1.2: **Quorum:** The members present at any general membership meeting of the organization, provided at least ten (10) active/voting members including two (2) executive board members are present, shall constitute a quorum for the transaction of business. If a quorum is not available, any matter of business brought before the general membership at a general membership meeting can be discussed and decided by a majority vote of the Executive Board. The majority vote by active/voting members at a meeting, at which a quorum is present, shall be necessary for the adoption of any matter.

4.1.3: **Voting:** At all meetings, each member in attendance, whether by attending in person or virtually, shall be entitled to one vote on each issue related to the Event.

4.1.4: **Proxies:** Active members may not vote by proxy and must be present, either in person or virtually, at a meeting to cast a vote.

SECTION 4.2: Special Meetings: Special Meetings of the membership for any purpose may be called at any time by the President of the Organization or by the Executive Board, at such time and place as the President or Board may prescribe. Special meetings of the members may also be called by any active member also having at least 10 other active/voting members supporting the request, in writing, for a special meeting. Requests for a Special Meetings may be submitted to the President or the Secretary.

4.2.1 **Notice of Special Meetings:** In the event that a special meeting is called, by the membership 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, within thirty (30) days or less after the receipt of said request. If the secretary neglects or refuses to issue such a call within five (5) days of receipt, the members making the request may issue the call, specifying the time and place of the meeting. The only business for which notice has been given shall be transacted.

SECTION 4.3: Meeting Minutes: Minutes of meetings will be recorded for all meetings; general, executive, and special, and shall be recorded by the Secretary and documented in on-line repository.

SECTION 4.4: Mini Booster Members Monthly Meeting Attendance Requirements: At least one member from each Mini Booster Group must attend each Stadium High School Booster Meeting, which could be a Mini Booster Executive Member, a general mini booster member or both. However, a Mini Booster Group Executive Member must attend at least four (4) Booster Club meetings per year.

4.4.1 Failure by a Mini Booster Group to achieve the membership meeting requirements, may be subject to revocation of the privilege of using the Booster Club EIN.

ARTICLE 5-OFFICERS, CHAIRPERSONS, AND THEIR DUTIES

SECTION 5.1: Election of Executive Board: Each officer shall be elected annually, at the May general membership meeting of the school year or at a special meeting as outlined in Article 4.2. Incoming officers shall be elected by a simple majority of members in good standing and present at said meeting.

5.1.1 **Nominations:** Nominations for a position on the Executive Board may come from any Booster Club member in good standing and may do so by submitting a written request to any member of the current executive board, by electronic mail. Nominations must be made one month prior to the meeting where elections will occur. In addition, nominations can be made verbally at the meeting the month prior to the meeting where elections will occur. All nominations must also have second to the nomination and be accepted by the nominee, whether made in writing or verbally.

5.1.2 **Qualifications:** Members of the Executive Board must be an active/voting member in good standing of the Booster Club, at the time of election and for the duration of their term. Additionally, the Executive Board member must have a student enrolled at Stadium High School or have a student who represents Stadium on a sports team and/or club, for the duration of their term.

5.1.3 **Term:** Each officer will be elected for a two (2) year term. Officers shall serve until their successors are duly elected and qualified, but no more than three consecutive terms in any one office.

5.1.4 Transfer of Records: The transfer of records and fiscal review of the accounts should be complete prior to the existing officers stepping down. Existing officers should have records transferred to incoming officers within 14 calendar days of election or removal/resignation.

5.1.5 Vacancies: Vacancies in any office arising from cause or resignation may be filled by the active membership at any regular or special meeting. Such vacancy will be filled by an affirmative vote of the simple majority of remaining officers. *Such vacancy will be filled by an affirmative vote of the simple majority of active members at the next monthly Booster meeting, or Special Meeting, if needed.* Any individual so elected will serve for the remaining unexpired term of their predecessor. All efforts should be made to fill vacancies within thirty (30) days.

5.1.6 Removal of Officers: Any officer may be removed from the Executive Board by two thirds (2/3) vote of the Executive Board when the officer has acted in a way that is considered in conflict with the interests of the Stadium High School Booster Club, its students or staff; for violations of these bylaws or the laws of the State of Washington, or when other obligations prevent the officer from attending board or general meetings on a regular basis; or for failure to otherwise fulfill their duties as a board member. *A request for removal of an officer, by an active member of the Booster Club may be brought to any member of the Executive Board.*

SECTION 5.2: Elected Officers: The elected officers are the President, one or more Vice Presidents, a secretary, a treasurer, and other such officers and assistant officers and may be deemed necessary by majority vote of the Executive Board or General Membership. These elected positions make up the Executive Board. Any two or more offices may be held by the same person, except the office of president and secretary.

5.2.1 The President: The president shall exercise the usual executive powers pertaining to the office of president. The president shall preside over all general/special meetings and the meetings of the executive board; recommend for board approval, the chair of any committee deemed necessary. The president shall also be back up to Treasurer. This position may be held in a co-capacity.

5.2.2 The Vice President: To assume the duties of the president in the absence of the president, including presiding over meetings, and perform any other duties as directed by the president. In addition, the vice president will be responsible for creating and providing the meeting agenda for each meeting. This position may be held in a co-capacity.

5.2.3 The Secretary: It is the duty of the secretary to record the minutes of all the general meetings, any special meetings, and all meetings of the Executive Board. When requested by the President, the Secretary will sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the Organization. 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. If a meeting is held virtually, the secretary will be responsible for maintaining a written record of attendance. This position may not be held in a co-capacity.

5.2.4 The Treasurer: The treasurer shall have the care and custody of and be responsible for all funds and investments of the organization and shall keep accurate records of all finances. The treasurer shall deposit all funds and other valuable effects in the name of the organization in the depository approved by the Executive Board. The treasurer shall report on the finances of the

Stadium High School Booster Club at each monthly meeting and provide an annual report of the Organization's finances. The treasurer shall have the lead responsibility for filing federal, state and local reports, as may be required by law and to provide information to auditors as required for an audit of the financial records of the organization. This position may not be held in co-capacity.

SECTION 5.3: Committees, Appointed Chairs and Their Duties - The Executive Board has the authority to create committees to carry out the duties according to Stadium High School Booster Club instructions. The Executive Board reserves the right to appoint additional Chairs as deemed necessary to fully conduct Stadium High School Booster Club business. Appointed Chairpersons must be current active/voting members of the Stadium Booster Club. Chairpersons can be co-positions and are appointed to respective positions annually. The responsibilities of the unfilled and or vacated Chair position reverts to the President and the Executive Board.

SECTION 5.4: Standing Committees

5.4.1: **Finance Committee:** Will be chaired by the Treasurer and the finance committee shall be responsible for

- Approving the annual budget.
- Monitoring monthly financial statements.
- Overseeing financial reporting, including the annual IRS Form 990 and all required tax filings.
- Ensuring the organization has the cash reserves and investments necessary for long-term success.

5.4.2: **Fiscal Review Committee:** At the end of the fiscal year, a thorough review of the Stadium High School Booster Club's financial records should be conducted. The review should be performed by someone who is independent from day-to-day financial activities of the Booster Club.. Ideally, this review should be performed by a group of three individuals; however, if the membership size does not allow, the review may be performed by two individuals. No representatives on the Executive Board may serve on this committee. The primary objective of the review is to:

- Verify the accuracy of the Treasurer's financial reports;
- Ensure that the club's cash balances are accurate;
- Determine that established procedures for handling booster funds have been followed;
- Ensure that all revenue has been appropriately received and recorded.

The fiscal review committee shall make a report to the general membership upon completion of the review. Any discrepancies noted shall be brought to the attention of the President of the Stadium High School Booster Club and a resolution reached prior to presentation. All officers of the organization shall make records available as requested by the committee.

5.4.3 **Grant Committee:** The purpose of the grant committee is to review grant applications to ensure that they meet the requirements for submission. The grant committee should have a minimum of 7 members, including a Chair. All efforts should be made to have a diverse committee and no one sport/activity should have majority of members.

5.4.3.a: **Grant approvals in Committee:** If the grant request meets submission requirements and the amount requested is \$250 or less, the grant committee may approve the grant in committee.

5.4.3.a.1: Prior to each academic year, the Executive Board will set the total amount of funds available for approval of grants by the grant committee, not to exceed 10% of total grant budget.

5.4.3.a.2: To approve a grant request in committee, there must be a 2/3 majority vote approving the request.

5.4.3.a.3: Any grants approved in committee will be reported the full Membership at the next booster meeting.

5.4.3.a.4: If the grant request meets submission requirements but fails to pass in committee it will be moved forward to the full Booster Membership for consideration.

5.4.3.a.5: No one group/person can have more than 3 small grants (\$250 or less) approved in committee. Any subsequent requests, past 3, must be presented to the full Booster Membership for approval.

5.4.3.a.6: Voting on grant submissions that meet this requirement can be done electronically or in meeting.

5.4.3.a.7: If the grant request is \$250 or more, and meets the submission requirements, the grant committee will move the grant forward to the Booster Membership for presentation by applicant and vote by the membership.

5.4.3.a.8: If the grant request does not meet the submission requirements, the Chair will send the request back to the applicant and let them know what requirements are not met and whether or not those missing requirements can be remedied so the request can be re-submitted.

SECTION 5.5: Advisory Board: May be comprised of Alumni, past board members, past booster members, community members, and/or faculty to act in an advisory role to the Executive Board. Current booster members shall not be members of the Advisory Board. This advisory role may include advising and/or providing input to the Executive Board, assisting in strategic planning, and providing community support. Members of the advisory board should be representative of the community. Members of the advisory board must agree at least a one-year commitment but do not have term limits. Advisory Board members do not have voting power. The recommendations of the advisory board are not binding on the Executive Board.

ARTICLE 6- EXECUTIVE BOARD

SECTION 6.1: Powers of the Executive Board: The affairs of the organization shall be managed by the Executive Board, in the specific roles of each elected board member and as described in Article 6.

SECTION 6.2: Executive Board: The Executive Board shall be made up of the President, one or more Vice Presidents, a secretary, a treasurer, and other such officers and assistant officers elected or appointed. The members of the Executive Board shall serve until election and qualification of their successors.

SECTION 6.3: Term of Office: The term of office for Executive Board Members shall be two (2) years or until their successors are installed. Members shall be eligible to serve more than one term.

SECTION 6.4: Duties: The Executive Board shall be responsible for ensuring the successful

implementation of the annual goals. The duties of the Executive Board shall consist of, but not limited to, the following:

- 6.4.1 To transact necessary business in the intervals between regular meetings and such other business as may be referred to by the membership of the Stadium Booster Club or these bylaws.
- 6.4.2 To create and establish Standing and Special Committees.
- 6.4.3 To present reports at the regular meetings of the activities of the Standing and Special Committees.
- 6.4.4 To prepare and submit a budget to the membership for approval.
- 6.4.5 To sign contracts, and in general, conduct the business and activities of the organization.

SECTION 6.5: Executive Board Meetings: The Executive Board has the authority to meet and make decisions on behalf of Stadium High School Booster club in between General Membership Meetings and as is needed to conduct Stadium High School Booster club affairs. Executive Board

Meeting Minutes, discussions, decisions and actions shall be recorded by the club secretary and kept in the secretary's notebook, electronic or otherwise. Meetings do not have to be in person and may be held virtually.

6.5.1: Quorum: A quorum of the Executive Board, required for any office action or approval, will be a simple majority of the total board members. If less than a simple majority is present at any meeting, a meeting may be adjourned without further notice to the general membership.

6.5.2: Action without a Meeting, Executive Board: Where certain actions/decisions cannot be made due to a lack of quorum, such vote may be conducted by the president or electronic means, including email. The act of a majority of Executive Board members present at a meeting where a quorum is present shall be the act of the board, unless an act of a greater number is required by these bylaws or State law.

Article 7- Financial Provisions

SECTION 7.1: Financial Procedures & Controls - The fiscal year of the Stadium High School Booster Club shall be from **August 1-July 31** but may change by resolution of the Executive Board. The Stadium Booster Club shall adopt appropriate financial controls to ensure the integrity of its funds. The board shall prepare, and membership will approve, an annual budget. The Treasurer shall reconcile bank accounts monthly and prepare and publish a monthly financial statement for membership review. Audits, check signers, reimbursement of expenses, cash handling procedures will be established by the Executive Board as outlined in the Financial Procedures and Controls, located in the on-line document repository.

SECTION 7.2: Income - Primary source of income for Stadium Booster Club comes from fundraising, merchandise sales, membership fees, concessions, and donations. All funds of the Stadium Booster Club shall be deposited in an account designated for this purpose.

SECTION 7.2: Charitable Donations - Stadium High School Booster Club solicits and accepts gifts that will help the organization further and fulfill its mission. Stadium High School Booster Club urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. At the present time Stadium High School Booster Club only accepts donations of cash gifts in any form, including check, money order, or credit card. Stadium High School Booster Club will not accept gifts that: (a) would result in Stadium High School Booster Club violating its corporate charter; (b) would result in Stadium High School Booster Club losing its non-profit corporation status or future IRS Section 501(c)(3) tax-exempt organization; (c) would result in any unacceptable consequences for Stadium High School Booster Club; or (d) are for purposes outside Stadium High School Booster Club's mission. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Executive Board.

SECTION 7.2: Disbursements - Disbursements shall be by check, electronic check, or bank transfer. All expenditures shall be adequately documented and available for review by the Executive Board or the general membership and public. Stadium High School Booster Club budgeted expense items that do not exceed the budgeted amount do not require Executive Board approval.

SECTION 7.3: Expenditures - The President is granted the authority to approve discretionary expenditures and budgeted expense item overages of \$250 or less. Discretionary disbursements and budgeted expense items over \$250 shall have the approval of the Executive Board.

SECTION 7.4: Non-profit Status - The organization is irrevocably dedicated to, and operated exclusively for non-profit purposes and no part of the income or assets of the organization shall be distributed to or inure to the benefit of any member; provided that the organization may pay for expenses for actual costs incurred.

SECTION 7.5: Budget - The Executive Board shall prepare an annual budget for approval by the general membership at the first meeting. Modification to the budget shall be made by the Executive Board, as deemed necessary.

SECTION 7.6: Grant Requests - The Stadium High School Booster Club provides an opportunity to fulfill financial requests via grants for items and/or things that will benefit the school, students, and/or school related activities. Ideally, the request will benefit the school/club/sport/activity, as a whole, rather than an individual. Students, teachers, staff, mini boosters, booster club members (voting and non-voting), and school organizations/clubs may apply for funds through the grant process. The Grant Fund is primarily funded from fundraising efforts of the Stadium Boosters Club. Requests to Stadium High School Booster Club for funding or other assistance should be submitted per the process outlined for making grant requests on the Stadium Booster Club Website.

7.6.1 Limitations: In order to ensure that the Booster Club is able to support a wide variety of activities; grants to any students, teachers, staff, school organizations/clubs, athletic teams, mini booster, as defined by the general membership shall not exceed \$10,000 during the current academic year and prior two (2) years. Requests from outside organizations will not be considered.

7.6.2 Grant Exclusions: The following shall not be eligible for grant applications: Food costs, Senior/Student/Coach Gifts, district provided/funded uniforms, Awards and Award Banquets.

7.6.3 Ikeda Bridge Fund: This fund delivers small acts of kindness to students in need in the form of much needed funds. Specifically, this will allow instant, no questions asked funding by

vote of the Executive Board, or a committee chosen by the Executive Board, to reduce barriers. Support including:

1. Every Stadium Student has Free Access to College Classes (College in the High School)
2. Every Stadium Student is Involved in an Afterschool Club/Sport
3. Every Stadium Student's Basic Personal Needs are Met

SECTION 7.7: Loans Prohibited- No loans shall be made by the Organization to any officer or member.

SECTION 7.8: Prudent Reserve - In the best interest of the success of the Stadium High School Booster Club, the Executive Board is to do their due diligence in maintaining a prudent reserve of at least one half the previous year's expenses.

SECTION 7.9: Discretionary Funds - Discretionary funds are the available funds less the prudent reserve. These amounts are to be reported at each meeting of the committee and available upon request.

SECTION 7.10: Booster Scholarships- To apply for a Booster Scholarship please refer to the Stadium Booster Website.

ARTICLE 8- MINI BOOSTERS

SECTION 8.1: Purpose: A mini booster is a booster club dedicated to supporting one sport, club, and/or activity. A mini booster fundraises to specifically support that sport/club/activity.

SECTION 8.2: Any associated Stadium High School Booster group using Stadium High School Boosters Club's federally assigned EIN must be an official mini booster of the Stadium Boosters Club.

SECTION 8.3: Mini Booster Officers: Each Mini Booster must have at least 2 *non-same household* Officers, a President and Treasurer. All Mini Booster officers or representatives must be Active/Voting Stadium High School Booster Members.

8.3.1: The Mini Booster President and Treasurer will both be signatories on the mini-booster bank account, which will be maintained at the same bank as the Stadium High School Booster Club.

8.3.2 The term of office for Mini Booster Board Members shall be one year or until their successors are installed. Members shall be eligible to serve more than one term.

8.3.3: **Elections**: Elections will be held annually, at the same time as Big Booster elections or at a time designated by each mini booster group.

SECTION 8.4: Mini Booster Members Monthly Meeting Attendance Requirements: As per Article ___ at least one member from each Mini Booster Group must attend each Stadium High School Booster Meeting, which could be a Mini Booster Executive Member, a general mini booster member or both. However, a Mini Booster Group Executive Member must attend at least four (4) Booster Club meetings per year.

SECTION 8.5: Mini Boosters Books and Records Requirements: Mini boosters are required to

maintain records of their accounting and are required to submit quarterly income and expense reports to the Stadium High School Booster Treasurer. Submissions can be in person or via electronic mail. The submission schedule is as follows:

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

8.5.1: Mini Booster Groups will supply any additional information requested by any Stadium High School Boosters Executive Committee member within five (5) days of the request. The request may be made electronically or by personal communication.

8.5.2: Failure to submit the required or requested reports or information will result in the closure of the Mini Boosters bank account and the redistribution of the subject funds to the other Mini Booster Groups.

8.5.3: 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.

8.5.4: 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 for Mini-Booster groups.

SECTION 8.6: Dissolution: In the event a mini booster group dissolves due to lack of executive board or lack of need, any funds remaining in mini booster bank account will be given to the Big Booster account to be equally distributed among remaining Mini Booster Groups.

SECTION 8.7: Other: For further information on mini boosters see the mini booster FAQs.

ARTICLE 9- GENERAL ADMINISTRATIVE PROVISIONS

SECTION 9.1: Rules of Procedure: The rules of procedure at meetings of the membership and executive committee meetings shall be the rules contained in Roberts' Rules of Order, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the executive committee.

SECTION 9.2: Books and Records: The organization shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, reports from mini boosters, and committees having an authority of the executive board. The organization shall maintain a register of the names and addresses, mailing or electronic address of its active members entitled to vote. All books and records of the organization may be inspected by any active member, or their agent or attorney, for any proper purpose at any reasonable time.

SECTION 9.3: Conflict of Interest- Existence of Conflict Disclosure: Officers, members, and contractors of the Stadium High School Booster Club should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Stadium High School Booster Club. A conflict of interest may exist when the direct, personal, financial, or other interests of any officer, member, or contractor competes or appears to compete

with the interests of the Stadium High School Booster Club. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for the resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

9.3.1: **Nonparticipation in Vote:** The person having the conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

9.3.2: **Minutes of the Meeting:** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

9.3.3: **Conflict of Interest Statements:** At the beginning of a term, each Executive Board member and Mini Booster Officer or Representative should complete a conflict of interest form. A copy of the conflict of interest form shall be furnished to each director or officer, and/or contractor who is presently serving the Stadium High School Boosters Club, or who hereafter becomes associated with the members and contractors, and the new officers and directors, committee members and contractors shall be advised of the policy upon undertaking the duties of their offices.

SECTION 9.4 Indemnification - Every member of the Executive Board, officers, chairpersons or members of the Stadium High School Booster Club may be indemnified by the Stadium High School Booster Club against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or members in connection with any threatened, pending or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or member of Stadium High School Booster Club, or any settlement thereof, unless adjudged therein to be liable for gross negligence or intentional misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Stadium High School Booster Club. The foregoing right of the indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or member is entitled.

SECTION 9.5 Insurance: The Stadium High School Booster Club shall maintain at least a Liability and Director and Officers Insurance policy. The Executive Board can decide the scope of the insurance and can opt to have more extensive coverage in order to protect and limit the liability of the Booster club, Mini Booster Clubs and Officers. The Executive Board can also seek guidance on coverage from the Advisory Board..

SECTION 9.6 Amendment of Bylaws: These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the active members at a monthly or special meeting of the organization.

ADOPTED

IN WITNESS WHEREOF, we have hereunto set our hands this day and year shown

below. Date Adopted: January 9, 2023

Director: _____

Director: _____

Director: _____