

**WALLED LAKE NORTHERN HOCKEY BOOSTER CLUB
BY-LAWS
2014**

I. Article: NAME

- A. The name of this organization shall be WALLED LAKE NORTHERN HOCKEY BOOSTER CLUB (“WLNHBC” or “booster club”).

II. Article: PURPOSES AND OBJECTIVES

- A. The booster club shall be a self-funding non-profit organization aligned with the policies of the Walled Lake School District and Walled Lake Northern High School.
 - a. It is expressly intended that services and financial support provided by the booster club will not replace the services and financial support provided by the Walled Lake School Community District Board of education or Walled Lake Northern High School and will not violate such regulations of the Board of Education as may now or later be in effect.
 - b. The booster club shall cooperate to improve the educational purposes of the Walled Lake Northern High School in ways that will not interfere with the administration of the schools and shall not seek to control the formulation of policies or procedures of the Walled Lake Northern High School.
- B. The booster club is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law).
- C. The booster club shall be a non-union, non-profit organization. No part of the net earnings shall provide a real or perceived benefit to any individual member.

- D. Any funds generated by the booster club shall be directed to the advancement of the Walled Lake Northern boy's ice hockey program.
- E. The purposes and objectives of the booster club shall be:
 - a. To provide a sustainable growth model for the continued advancement of the Walled Lake Northern boy's ice hockey program.
 - b. To provide financial and non-financial support to the Walled Lake Northern boy's ice hockey program.
 - c. To promote participation in boy's ice hockey as a sport at Walled Lake Northern High School.
 - d. To involve parental and community support for the Walled Lake Northern boy's ice hockey program.
 - e. To raise the necessary funds to create and maintain the Walled Lake Northern boy's ice hockey program.
 - f. To recognize those who participate through end of season banquets and awards.
 - g. To help renovate and maintain necessary facilities used by the Walled Lake Northern boy's ice hockey team(s).
 - h. To foster, expand, and perpetuate principles of good sportsmanship and fellowship among and between participants, their parents, and team coaches.
 - i. To create a bond between the Community at large, school personnel, players, and parents, to improve and support the boy's ice hockey program at Walled Lake Northern High School.

III. Article: MEMBERSHIP BASIS CORPORATION

- A. The corporation is organized on a Membership basis. The business, property, and affairs of the corporation shall be managed by the Executive Board of Directors.
- B. A five (5) member Executive Board shall consist of four (4) elected Directors, who are active members, as defined in Article IV, and a Parent Representative appointed by the WLN Varsity head coach.

- C. The Executive Board has the authority to act on behalf of the booster club.
- D. A quorum of the Executive Board shall consist of (3) Directors.

IV. Article: MEMBERSHIP

- A. Any person who has an interest in the “Purposes and Objectives” of the Walled Lake Northern Hockey Booster Club shall be eligible for general membership in the club.
- B. The annual membership fee for members shall be fixed by resolution duly adopted by the Executive Board.
- C. Membership in the booster club shall be open to adults eighteen (18) years of age and over who are not currently high school students.
- D. Annual membership runs from May 1st to April 30th of the following year.
- E. Active membership is defined as those eligible members that are up to date with any membership dues as established by the Executive Board.
- F. All active members of the booster club shall be qualified to vote in any general membership election, seek an Executive Board position, and/or serve on committees.

V. Article: GENERAL MEMBER MEETINGS

- A. The annual general membership meeting shall be held in the month April.
- B. Special Meetings. Upon notice, a special meeting of the general membership may be called by the President, at such time and place and for the transaction of such business as may be designated in the notice of the meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting. Notice of a special meeting shall be published no less than 72 hours before the meeting.
- C. Notice of the annual general meeting shall be published no less than 2 weeks prior to the meeting date.
- D. A quorum shall consist of those members present at any properly noticed meeting.

VI. Article: EXECUTIVE BOARD MEMBERS

- A. The elected Executive Board members shall consist of: President, Vice President, Secretary, and Treasurer.

- B. The position of Parent Representative is appointed by the active Walled Lake Northern Boys' ice hockey head coach(s) and shall serve as a voting Executive Board member.
- C. No individual or individual family shall hold more than one Executive Board position at the same time.
- D. The President must be an active member as defined in Article IV who has an active varsity hockey player on the WLN winter team.
- E. The Parent Representative must be an active member as defined in Article IV who has an active varsity hockey player on the WLN winter team.
- F. At least two of the three remaining elected Executive Board Directors must be active members as defined in Article IV who have an active varsity hockey player on the WLN winter team.

VII. Article: NOMINATIONS AND ELECTIONS

- A. The elected Directors of the booster club shall be voted in by the active general membership at the annual meeting.
- B. Nominations for any of the club's elected board positions shall be made to the current club's Secretary in writing by April 1st.
- C. For elected positions which do not have any candidates identified nominations may come from the floor of the general membership at the time of the annual election.
- D. The term of office for elected Directors shall begin at the time of the annual meeting election and end at the election of new officers at the subsequent annual meeting election.
- E. In the case of resignation or inability of a Director to perform his/her duties, the Executive Board shall make an interim appointment from those qualified in Article VI Executive Board Members.

VIII. Article: EXECUTIVE BOARD MEETINGS

- A. Minimum of (2) Executive Board meetings are required annually.
- B. The Executive Board may hold additional meetings as deemed necessary by the President or at the request of a majority of the Executive Board members.

- C. A quorum of the Executive Board consists of (3) Directors.
- D. Action taken by the Executive Board must be by a majority vote of the Executive Board.
- E. A Director may participate in an Executive Board meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- F. Executive Board voting may be done in person or via electronic communication with written documentation of the voting preserved and kept by the secretary.

IX. Article: DUTIES OF THE EXECUTIVE BOARD MEMBERS

No individual or individual family shall hold more than one office at the same time.

A. The President:

- 1. Enforces and upholds the By-Laws of this organization.
- 2. Preside over all general member and Executive Board meetings when present.
- 3. A voting member of the Executive Board
- 4. Makes decisions on questions not provided for in the by-laws or rules until the next regular meeting of the Executive Board.
- 5. Co-signing authority on all checks \$100 and higher.
- 6. Single signing authority on all checks less than \$100.
- 7. In the event of the President's inability or refusal to act, the Vice President shall assume the duties of the President.

B. The Vice President:

- 1. Acts in lieu of the President or succeeds the President in the event the President is unable to complete his/her term.
- 2. Presides over all general member and Executive Board meetings when present and the President is absent or refuses.
- 3. A voting member of the Executive Board.
- 4. Co-signing authority on all checks \$100 and higher.

C. The Secretary:

1. Acts in lieu of the President or succeeds the President in the event the President and Vice President are unable to complete his/her term.
2. Make and keep a true record of the proceedings of all official meetings of the club.
3. Give notice of all meetings to the general membership by electronic mail and/or telephone.
4. Co-signing authority on all checks \$100 and higher.
5. A voting member of the Executive Board.
6. Responsible for creating and mailing all tax deductible letters to qualifying sponsors for the team.
7. Responsible for providing any information for the website as deemed necessary by the Executive Board.
8. Shall maintain the active membership roster

D. The Treasurer:

1. A voting member of the Executive Board.
2. Co-signing authority on all checks \$100 and higher.
3. Single signing authority on all checks less than \$100.
4. Shall have responsibility for all monies or securities belonging to the club.
5. The treasurer will be the “owner” of the booster club bank account and responsible for insuring signing authority is kept current with the financial institution.
6. Render a written account of the financial status of the club for each general meeting or when directed by the Board. Such reports shall be affixed to the permanent minutes of each meeting.
7. Arrange for an independent audit of club books as deemed necessary by the Board.
8. Responsible for providing membership with a financial statement four (4) times a year.
9. Responsible for the coordination and filing of all necessary tax reports.
10. Make disbursements in accordance with the approved budget and authorized by the Executive Board.
11. Keep a full and accurate account of receipts and expenditures.
12. Audits the outgoing Treasurer

E. Parent Representative

1. Liaison between the Executive Board and the Walled Lake Northern boy's ice hockey team.
2. Responsible for all aspects of team planning as directed by the team head coach.
3. Responsible for insuring all team specific information is communicated to the players, parents, and posted on website.
4. A voting member of the Executive Board.

X. Article: DUES

- A. The booster club dues shall be established by a vote of the Executive Board prior to the May 1st annual enrollment period.

XI. Article: FUNDS

- A. The finances for the booster club will be established under the name of **WALLED LAKE NORTHERN HOCKEY BOOSTER CLUB ("WLNHBC")** and secured with an accredited Federal Deposit Insurance Corp (FDIC) or National Credit Union Administration (NCUA) financial institution.
- B. All checks \$100 and higher require two (2) of four (4) authorized Director signatures. The signing authority shall be changed at the financial institution at the start of the officers' term.
- C. The fiscal year of the booster club shall correspond with the calendar year.
- D. Budget
 1. Subsequent to the election of the new Directors at the annual meeting, the Executive Board shall work with the head coach(s) to develop a budget for the upcoming hockey season.
 2. The Executive Board shall finalize and approve the budget no later than September 15th preceding the start of the upcoming season.
 3. The booster club shall maintain an adequate surplus of cash for the purpose of providing sufficient cash flow to cover the costs required to run the varsity boy's ice hockey program.

4. The annual budget must include one-third of the expected cost to replace the team's jerseys and any new coach's gear.

E. Expenditures

1. All non-budgeted expenditures must be approved by the Executive Board.
2. The Treasurer shall not be obligated to reimburse any member for any non-approved expense or any approved expense for which no invoice or receipt is provided.

XII. Article: COMMITTEES

A. The following committees shall be formed annually as needed:

1. Fundraising
2. Membership
3. Website
4. Banquet
5. Senior Night
6. Special – created ad-hoc by a vote of the Executive Board

B. A member may serve on more than one committee

C. Committees shall make a report at each general membership meeting.

XIII. Article: SCHOLARSHIP

The Northern Knights Hockey Scholarship will be presented to eligible senior hockey team members as chosen by the scholarship committee made up of teachers and administrators from the Walled Lake Northern High School. The number of scholarships awarded and the value of each scholarship will be designated annually by the Executive Board.

XIV. Article: DISSOLUTION

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

XV. Article: INDEMNIFICATION**A. Proceedings Against Corporate Agents**

1. Proceedings against Corporate Agents. The corporation shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a board member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a board member, office, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.
2. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the board member, officer, employee, or agent of the corporation, only if he/she acted (or refrained from acting) in good faith and in a manner he/she reasonably believed to be in and not opposed to the best interest of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

- B. Proceedings by or in the Right of the Corporation.** The corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of, the corporation to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The corporation shall indemnify any person only if that person acted in good faith and in a manner reasonably

believed to be in and not opposed to the best interest of the corporation or its members. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, though in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- C. **Expenses Payable in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Corporations Act, upon receipt of an undertaking by or on behalf of the board member, officer, employee or agent to repay such amount, unless it ultimately shall be determined that the person is entitled to be indemnified by the corporation.
- D. **Right to Continue.** The indemnification provided in the Act continues as to a person who has ceased to be a board member or officer and may continue as to a person who has ceased to be an employee or agent to the extent provided in a resolution of the board or in any contract between the corporation and such person and shall inure to the benefit of the heirs, executors and administrators of such person.
- E. **Liability Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the corporation would have the power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.
- F. **Constituent Corporation.** References to the corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, partnership, joint venture, trust or other enterprise shall stand in the same position with respect to the resulting or surviving corporation as that person would if that person had served the resulting or surviving corporation in the same capacity.

XVI. Article: AMENDMENTS

- A. Amendments to the WLN Hockey Booster Club Bylaws may be introduced by recommendation of the Executive Board, or by action of the general membership, to form an ad hoc committee for review and for possible amendment.
- B. Amendments to the By-laws shall be adopted by a simple majority vote of the general membership present and voting. Absentee voting may be done in person or via electronic communication with written documentation of the voting preserved and kept by the secretary. Members may only vote once. Therefore, a member may not both via electronic communication and in person on the same issue.

President

Date

Vice President

Date

Secretary

Date