

BY-LAWS OF MADISON EAST HIGH SCHOOL BOOSTER CLUB

LOCATED in Madison, Wisconsin

ARTICLE I NAME

The name of this organization shall be the Eastside Booster Club serving Madison East High School ("Booster Club"), which shall do business as the "Eastside Booster Club."

ARTICLE II PURPOSE

The Eastside Booster Club is a community-led fundraising organization committed to supporting East High School student engagement through athletics and clubs. The Booster Club is independent of Madison East High School ("the School") but will operate consistent with the School's educational philosophy as defined in the School's mission statement.

ARTICLE III OBJECTIVES

3.1 To develop and sustain the Booster Club with an active and involved membership that supports educational and extracurricular activities and programs for all students regardless of sex, race, socio-economic status, or sexual orientation or identity.

3.2 To promote school spirit, participation in and attendance at educational and extracurricular activities and programs, and to ensure equal access.

3.3 To raise funds for the purchase of property, services, and goods which exceed the Madison Metropolitan School District budget, for all recognized educational and extracurricular activities and programs to be used by students and faculty at the School.

3.4 To provide volunteers for educational and extracurricular activities and programs.

3.5 To serve as a partner with the School in enhancing students' educational and extracurricular experiences, including supporting codes of conduct.

ARTICLE IV STRUCTURE

4.1 The Booster Club is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The Booster Club shall be

self-governing and nonpartisan and shall not seek to direct the administrative activities or control the policies of the School.

4.2 None of the net earnings of the Booster Club shall inure to the benefit of any Director, Officer or participant of the Booster Club.

4.3 The Booster Club shall not participate in any political campaign on behalf of any candidate for public office.

4.3 The Booster Club and its Directors and Officers shall observe all local, state, and federal laws which apply to nonprofit organizations.

ARTICLE V MEMBERSHIP

5.1 Membership. Membership in the Booster Club is open to all individuals 18 years of age and over who have an interest in the School.

5.2 Membership Dues. The Board of Directors shall establish annual membership dues for each academic school year. A person becomes a member by paying an annual dues amount. Upon becoming a member, each member shall be entitled to any and all rights and privileges of membership for the term of the academic year in which the member joined.

5.3 Member Privacy. Any personal information gathered by the Booster Club may not be sold or used for a secondary purpose.

ARTICLE VI BOARD OF DIRECTORS

6.1 Qualifications. Any member is eligible to serve on the Board of Directors (“the Board”).

6.2 Composition of the Board. The Board shall consist of a minimum of 7 members, including the four Officers (President, Vice President, Secretary, and Treasurer), and three At-Large Directors. At-Large Directors are expected to lead at least one Standing or Ad-Hoc Committee.

6.3 Elections. Elections of the Board shall be held at the Booster Club Annual Business Meeting each December. Nominations will be accepted from the floor. The candidates receiving the highest number of votes are elected. The new Board will take effect after the adjournment of the December meeting and serve for a term of one year.

6.4 Power and Duties. The Board shall be the Booster Club’s governing body and shall manage, control, and direct its affairs and property. The Board shall designate the bank or banks in which the funds of the Booster Club shall be deposited and determine the way checks, drafts,

and other instruments for deposit and payment of funds of the Booster Club shall be executed. The Board shall always require one Officer to sign all such checks, drafts, and other instruments for the payment of money drawn or paid in the name of the Booster Club.

The Board shall have the authority to approve funds for the payment of expenses that do not exceed \$2,500 by a two-thirds majority vote cast electronically or in person by all the Directors. All other funding decisions will be made by a majority vote of those members in attendance at regular membership meetings.

ARTICLE VII RESIGNATION, REMOVAL, AND VACANCIES

7.1 Resignation. A Director may resign by filing a written resignation with any Officer. Unless a later date is proposed, the resignation shall be effective upon the filing of the written resignation.

7.2 Removal. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all Directors. Replacements shall be nominated and elected consistent with these Bylaws.

7.3 Short-Term Absence or Disability. In case of the short-term absence or disability of any Director, the Board may delegate their duties to one of the other Directors, until the return or recovery of the absent or disabled Director.

7.4 Vacancies. Whenever a vacancy occurs among the Directors for any reason, the Board may elect a replacement to serve until the Booster Club Annual Business meeting. Election will be determined by a majority vote of the Board. Alternatively the Board may delegate that Director's duties to one of the other Directors until the Booster Club Annual Business meeting.

ARTICLE VIII MEETINGS

8.1 Meeting Place. All Booster Club meetings will be held at a location, date, and time designated by the President.

8.2 Summer Meeting. An annual meeting of the Board shall be held in the summer months at the time and place designated by the President.

8.3 Conduct of Meetings. The President, or in their absence, the Vice President, and in their absence, any Officer present or a designee shall act as chairperson of the meeting, and the Booster Club Secretary or a designee in the Secretary's absence, shall take and prepare the notes of each meeting.

8.4 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Booster Club.

8.5 Order of Business. Unless modified by the President or presiding Officer or designee, the order of business at all meetings of the Booster Club shall be as follows:

1. Call to order
2. Roll call of members of the Board of Directors present (establish that a quorum is present to conduct business)
3. Secretary's Report—approval of minutes from previous meeting
4. Treasurer's Report—approval of financial statement
5. Reports of Standing and Ad-Hoc committees
6. Requests for funding (if a request meeting)
7. Old Business
8. New Business
9. Election of Directors (if at the proper time)
10. Next Meeting Date
11. Adjournment

8.6 Annual Business Meeting. The Booster Club Annual Business Meeting will be held each December and shall include a financial report.

8.7 Voting. Each Booster Club member shall have the right to cast one vote on any matter at meetings, unless it is a matter specifically reserved for the Board pursuant to these Bylaws. The decision of a majority of the voting members present at a meeting at which a quorum of the Board is established will be binding on the Booster Club unless provisions of these Bylaws require a greater vote.

8.8 Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Board present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

8.9 Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board may be taken outside of a Board of Directors' meeting if initiated by an Officer and if two-thirds ($\frac{2}{3}$) of the Board consent in writing and provide a written explanation of what action is to be taken, and its effective date and time. Any such consent signed by two-thirds ($\frac{2}{3}$) of all of the Directors has the same effect as a two-thirds ($\frac{2}{3}$) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic

processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time. Members shall be notified of this vote at the next Booster Club meeting.

8.10 Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

8.11 Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Special meetings must be preceded by at least forty-eight (48) hours' notice to each Director.

ARTICLE IX OFFICERS

9.1 The President. The President shall preside at all meetings of the Board and of the members.

The President shall be the chief executive officer of the Booster Club, charged with its general supervision and management, subject to the control of the Board, and shall have such other duties as may from time to time be prescribed or delegated to them by the Board.

The President shall appoint, subject to the confirmation of the Board, all ad-hoc committees, designating the chairperson thereof and all special committees as may be directed. The President will also be, ex-officio, a member of all committees.

The President will meet with and coordinate with school and district representatives, as needed, on behalf of the Booster Club.

The President will schedule audits of records if the need should arise during the year.

The President will perform any other specific duties as outlined in the Bylaws or as necessary.

9.2 Vice President. The Vice-President will have such duties as determined from time to time by the Board. The Vice President shall preside at meetings in the absence or disability of the president and, in addition, have such other duties as may from time to time be prescribed or delegated to them by the Board and perform any other specific duties as outlined in the Bylaws of the Booster Club.

9.3 Secretary. The Secretary shall keep a complete and permanent record of all meetings of the members and of the Board. The Secretary will have general charge of the records of the Booster Club, shall attend to the giving of notices of meetings of the members and of the Board; and shall, in addition, perform all such duties as may from time to time be prescribed or delegated to them by the Board.

The Secretary will keep and maintain an electronic mail listing of Booster Club members, and those other volunteers as committee chairs provide them and will occasionally disburse information to those on this list. The Secretary shall be responsible for forwarding all minutes of meetings and other notices, and perform any other specific duties as outlined in the Bylaws of the Booster Club.

9.4 Treasurer. The Treasurer shall be the fiscal and disbursing agent of the Booster Club. They shall keep and account for all monies, credits, and property; shall make and endorse checks and evidences of indebtedness; shall deposit funds coming into their possession in such proper depositories as may from time to time be designated by the Board; and shall, in addition, perform such other duties as may from time-to-time be prescribed or delegated to them by the Board. The Treasurer shall issue receipts for all monies received and deposit said amounts as needed.

The Treasurer shall reconcile all bank statements on a monthly basis and resolve any discrepancies with the bank immediately.

The Treasurer shall present a current financial report to the Board at each Booster Club meeting and prepare a year-end statement to be presented at the December Business Meeting.

The Treasurer shall perform any other specific duties as outlined in the Bylaws of the Booster Club.

9.5 At-Large Directors. The Board shall have at least three At-Large Directors who may lead a Standing or Ad-Hoc Committee. They will perform all such duties as may from time to time be prescribed or delegated to them by the Board.

ARTICLE X STANDING COMMITTEES

10.1 Committees. On an annual basis, the Board may, in its discretion, authorize the creation of such number and type of committees as it determines may assist in the function of the Corporation.

10.2 Appointment. The President shall appoint the chairpersons of committees. Chairpersons shall recruit and appoint members of the committees. The Board may review the existence of and authorization for committees annually.

10.3 Authority. Each committee shall have the authority granted to it by the Board and may function independently, consistent with its granted authority and subject to the Board's direction in the Board's discretion. The committee chairs shall provide periodic updates to the Board and, as directed by the Board, secure approval from the Board for new or revised plans and for any changes that impact the budget. The president shall be an ex-officio member of all committees.

10.4 Concessions. The Concessions Committee is responsible for coordinating a schedule for concession volunteers, overseeing purchasing required items to be sold, and developing the procedures for concessions operations. With the aid of the Treasurer, a standard book-keeping method will be established.

The Concessions Committee will work with school and district academic and athletic officials to identify events and create a concessions schedule for the year. They will plan menus for events and purchase food, beverages, and materials needed to operate concessions inside the school, and outside venues as necessary. They will schedule volunteers for all events.

They will oversee the use and maintenance of Booster Club equipment and appliances and recommend repairs and replacements. They will make sure that methods and preparations comply with State Health requirements in food preparations. They will communicate with custodial staff regarding custodial support, use of tables/chairs, set ups for concessions events.

The Concessions Committee will present a monthly update report at Booster Club Meetings.

The Concessions Committee will maintain an accurate accounting of all transactions; purchases/receipts, sales revenues, and confer with the Treasurer to make sure that records agree.

They will provide a complete annual report of concessions costs/revenues for the current fiscal year at the Summer Board of Directors meeting.

10.5 Fundraising. The Fundraising Committee shall manage any fund-raising activities and events outside of the Concessions Committee. They will bring information about each activity to the monthly meetings and planning sub-committees as needed. The Fundraising Committee will present an update at Booster Club meetings.

10.6 Communications. The Communications Committee shall manage online communications including the website and social media accounts. They will engage in advertising development, including letterhead ideas, promotional ads, and ideas for the Purgolder Press; website stories and development; and any other support to the other

committees or membership at large to promote the Booster Club and its events. The Communications Committee will present an update at Booster Club meetings.

10.7 Membership. The Membership Committee will develop and implement a plan for attracting new members to the Booster Club including outreach to feeder schools. Maintain an annual membership list with a mailing address, and contact information, phone, and email. Keep an ongoing record of memberships by year. Update the membership at the monthly meeting about membership news or events.

Create and distribute membership information and plan and coordinate membership drives. Collect contact information to be added to the Booster Club electronic mail listing and permanent files, collect membership dues, and deposit with the Treasurer within a reasonable time period. Keep a current listing of members for the purpose of validating voting privileges and have this present at each Booster Club meeting for reference.

ARTICLE XI GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of this organization shall be January 1 through December 31.

11.2 Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Booster Club. The Board may authorize any other Officer or Officers, agent or agents of the Booster Club, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Booster Club, and such authority may be general or confined to specific instances.

11.3 Committee Events and Records. All committees or individuals of the Booster Club who are engaged in raising funds will maintain a current accounting of all expenses & proceeds, which will become part of the Booster Club's financial record. A complete accounting of each fundraising event will be kept, and committees will present a full and accurate report at the completion of their event/season or no later than the conclusion of the Annual Business Meeting.

11.4 Special Events. The President, from time to time, and with the concurrence of the Board of Directors, shall appoint various committee chairs to plan and organize events necessary to carry out the purposes of the Booster Club. Such events may include sports events, fundraising, membership drives, game programs, student directories, sponsorships, concessions, special events, radio broadcasts, obtaining special equipment, and any other approved and sanctioned activities.

11.5. Accessing Booster Club Funds. Individual membership in the Booster Club is required to request funding.

Requests for funds shall be submitted in writing using the designated Booster Club Request Form. Two bids are preferred as well as justification for the request, and approval and signature of the Principal, or the Athletic Director. The Request Form must be submitted to the President through the appropriate electronic form or placed into the Booster Club Mailbox, at least one week before the chosen Booster Club Request night. The requester or a designated representative Booster Club member should be present at the request meeting to explain the request to the membership, and to answer any questions. Monetary disbursement shall be determined at scheduled request night Booster Club meetings by a vote of the membership present. A simple majority of votes in favor is required for approval. Groups requesting funds are expected, in the spirit of cooperation, to provide volunteers for Booster Club concessions or other events.

11.6 Right of Member to Examine Books. The accounts and records shall at all reasonable times be open to inspection by current members of the Booster Club.

11.7 Place and Keeping of Books. The general and principal books of account shall be kept in the custody of the Officers of the Booster Club.

11.8 Nondiscrimination Policy. The Booster Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

11.9 Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

11.10 Keys. Keys issued for Booster Club areas or other school areas must be returned and paperwork signed at the conclusion of one's term as an Officer or Committee Chair of the Booster Club. The President, or their designee, shall keep a record of which keys were distributed, dated and signed by each recipient. Keys can then be checked out to new Officers or Committee Chairs for the next term. In no circumstances shall such keys be duplicated or shared with non-Booster Club members. Key issuance shall be in cooperation with school designee for keys accountability.

ARTICLE XII

INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

12.1 Indemnification. The Booster Club shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and Officer of the Booster Club against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of the Booster Club. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or Officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Booster Club. The Booster Club may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, Officers, or employees.

12.3 Limited Liability of Directors, Officers. To the fullest extent authorized by Chapter 181, Wis. Stats., except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or Officer is not liable to the Booster Club, its members or creditors, or any person asserting rights on behalf of the Booster Club, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- a. A willful failure to deal fairly with the Booster Club or its members in connection with a matter in which the Director or Officer has a material conflict of interest;
- b. A violation of criminal law, unless the Director or Officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- c. A transaction from which the Director or Officer derived an improper personal profit or benefit; or
- d. Willful misconduct.

12.4 Limited Liability of Volunteers. To the fullest extent authorized by Chapter 181, Wis. Stats., except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

- a. A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- b. Willful misconduct;

- c. If the volunteer is a Director or Officer of the Booster Club, an act or omission within the scope of the volunteer's duties as a Director or Officer;
- d. An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or
- e. Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

**ARTICLE XIII
AMENDMENTS TO BY-LAWS**

By a two-thirds (2/3) majority vote of the members present and voting, by-laws may be enacted, amended, or repealed at the Annual Business Meeting of the members or any special meeting of members called for that purpose. Two weeks' notice must be made to all members for special meetings called for that purpose.

Amendments are to be submitted in writing and forwarded electronically to info@mehsboosters.org at a regular Board meeting prior to the Annual Business Meeting. Notice and copy of amendments shall be publicized to the membership at least two weeks prior to the Annual Business Meeting (December) or any meeting called for the purpose of amending these by-laws.

**ARTICLE XIV
DISSOLUTION**

In the event of dissolution of the Booster Club, whether voluntary or otherwise, the assets of the Booster Club shall be applied as follows:

First, the payment or provision for all debts and liabilities of the Booster Club and all other obligations of the Booster Club respecting its property.

Second, any remaining assets shall be applied to the Madison East High School Endowment Fund and the Madison East High School Athletic Endowment Fund.

These By-Laws of the Madison East Booster Club were revised and approved by members of the Madison East Booster Club on _____ 2024.

Signed by the Secretary of the Madison East Booster Club:

Date: _____