

BELMONT BOOSTERS ORGANIZATION, INC.

BY LAWS

ARTICLE 1

NAME

The name of the organization shall be known as Belmont Boosters Organization, Inc.

ARTICLE 2

MISSION STATEMENT

The mission of the Belmont Boosters Organization, Inc. is to receive and administer funds for educational and charitable purposes to be used to promote and support the athletic programs and related educational programs of the Belmont (MA) High School, and to carry on such other related charitable and educational activities as may be necessary or appropriate in connection therewith.

ARTICLE 3

MEMBERSHIP

Section 1. Any person who is the parent or guardian of a student in good standing at Belmont (MA) High School shall be eligible for Membership in the organization.

Section 2.

Membership is open to all persons regardless of race, sex, religion or national origin in furthering the purpose of the Boosters organization. A candidate for full Membership, other than a coach at Belmont High School, must be sponsored by one Belmont Booster Member in good standing and shall be nominated by that Member at a regular Member meeting and that the Membership shall consider the said candidate and conduct a vote on said candidate's admission as a Member at the following Member meeting. A majority vote of the Belmont Booster Members present and voting at said Member meetings is required to approve a Member.

ARTICLE 4

MEMBER MEETINGS

Section 1. Each Member in good standing shall be entitled to one vote at meetings of the Membership. A quorum of the Members for a meeting of the Membership shall be seven Members, of which one must also be a Director and/or Officer. Members must have attended the one of the two most recent previous Member meetings in order to be able to vote at a Member meeting.

Section 2. The Annual Meeting of the Members shall be in June of each year, at a date, place and time set by the President. Notice of the Annual meeting of the Members shall be given by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery to the Members at least two weeks in advance of said Annual Meeting of the Members. At the Annual meeting of the Members, the Members shall elect a Board of Directors for the coming year, and the Directors shall present the financial status of the organization to the Members.

Section 3. Special Meetings of the Members may be called by the President at a date, place and time set by the President for the purpose of the operation of the organization. Notice of the Special Meetings of the Members shall be given by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery to the Members at least five days in advance of each said Special Meeting of the Members.

Section 4. There shall be no fewer than four (4) Member meetings in each calendar year.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors of between seven and eleven persons, who must also be Members, which shall govern the organization. The Board of Directors shall take office for staggered terms of two (2) years each, with one-half of the Board of Directors being eligible for election each year, however, the organization shall not be in violation of these bylaws if the number of Directors is not evenly divisible by two, in which event the Directors shall determine which Director positions are assigned to which 2 year class. For the first election of Directors following adoption of these Bylaws, one-half of the Directors shall be elected to a one-year term, and one half of the Directors to a two-year term. In subsequent elections, Directors shall be elected only to two-year terms.

Section 2. The Annual Meeting of the Board of Directors shall be in June of each year in Belmont, Massachusetts, at a date, place and time set by the President, which may be the same date and place as the Annual Meeting of the Members. Notice of the Annual meeting of the Board of Directors shall be given by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery to the Board of Directors at least two weeks in advance of said Annual Meeting of the Board of Directors. At the Annual meeting of the Board of Directors, the Board of Directors shall elect Officers for the coming year and shall approve the budget of the organization for the coming fiscal year. The Officers shall take office on July 1 for one year terms, and shall also be Members of the organization.

Section 3. Regular Meetings of the Board of Directors shall be held as determined by the President, but in no event less frequently than once every three months, from September to November and from January to June in each year at a date, place and time set by the President for the purpose of the operation of the organization. Notice of the Regular Meetings of the Board of Directors shall be given by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery to the Board of Directors at least one week in advance of each said Regular Meeting of the Board of Directors.

Section 4. Special Meetings of the Board of Directors may be called by the President at a date, place and time set by the President for the purpose of the operation of the organization. Notice of the Special Meetings of the Board of Directors shall be given by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery to the Board of Directors at least five days in advance of each said Special Meeting of the Board of Directors.

Section 5. Members may attend all meetings of the Board of Directors, but may not vote or participate in said Board of Directors meetings.

ARTICLE 6 QUORUM AND VOTING

Section 1. Any meeting of the Board of Directors shall require a quorum of at least a majority of the Directors then in office.

Section 2. Voting at all meetings, whether of the Members, of the Board of Directors, or of any Committee, other than as stated otherwise in these By-Laws shall be by simple majority of the Members then present and voting, and may be determined by voice vote unless a vote by paper ballot is requested by a Member at a meeting of the Members, or by a Director at a

meeting of the Board of Directors.

ARTICLE 7
OFFICERS AND COMMITTEES

Section 1. The Officers of the organization shall serve for one year terms and shall be as follows:

A. President- The President shall be the chief executive officer of the organization and shall have general supervision and control of its business. The President, when present, shall preside at all meetings of the Membership, the Board of Directors and the Executive Committee.

B. Vice President- In the absence or disability of the President, the President's powers or duties shall be performed by the Vice President, if available. The Vice President shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the President.

C. Treasurer- The Treasurer shall have the custody of the funds and assets of the organization and shall keep or cause to be kept regular books of account for the organization. The Treasurer shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the President.

D. Secretary- The Secretary shall keep a record of all proceedings of the Membership, Board of Directors and Committees of the organization. In the absence of the Secretary, a Secretary Pro Tempore designated by the person presiding at the meeting shall perform the duties of the Secretary at such meeting. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the President.

Section 2. An Executive Committee shall exist, which is composed of the Officers and is chaired by the President, and shall have the power to act as necessary on behalf of the Board of Directors in between Board of Directors meetings.

Section 3. A Nominating Committee shall exist which shall recommend Directors and Officers for election, and which shall consist of three Members appointed by the Board of Directors, who may also be Directors. The President may not serve on the Nominating Committee.

Section 4. The President may create such other Committees of the Board of Directors as the President deems fit for the operation of the organization. Except as otherwise stated in these Bylaws or in the Articles of Organization, each Committee shall choose Members of that Committee to serve as Chair, Vice Chair and Secretary of that Committee. The Chair of each Committee shall set the date, place and time of said Committee's meetings and shall provide notice of each meeting to the Committee Members and to the President by mail, electronic mail, by nationally recognized overnight carrier, or by hand delivery at least five days in advance of the meeting.

Section 5. The Board of Directors shall designate a person who resides in the Commonwealth of Massachusetts to act as the Registered Agent for the organization.

Section 6. No Director or Officer shall receive compensation for his or her work as a Director or Officer. Directors and Officers may be reimbursed by the organization for reasonable out-of-pocket expenses incurred in carrying out their duties as Directors or Officers provided that written proof of such expense has been given to the Treasurer, and such reimbursement has been approved in advance of the expense being incurred by either (a) the Treasurer if the expense is \$500.00 or less, or (b) by the Treasurer and the President if the expense is greater than \$500.00.

Section 7. Director and Officers may be removed for cause by a vote of two-thirds of a quorum of the Board of Directors present and voting.

Section 8. Any vacancies in an Officer position may be filled by the Board of Directors until the next Annual Meeting of the Board of Directors.

Section 9. Any vacancies in a Director position may be filled by the Board of Directors until the next Annual Meeting of the Members.

Section 10. The President and Vice President shall be limited to two consecutive terms of one year each. All other officers shall be limited to four consecutive terms of one year each.

**ARTICLE 8
MEETINGS**

Section 1. All meetings of the Members, Board of Directors and Committees shall be conducted in accordance with Robert's Rules of Order unless stated otherwise in these Bylaws or in the Articles of Organization, or unless otherwise determined by the President. The person chairing a meeting shall create the agenda for that meeting.

Section 2. All persons taking part and voting shall be physically present, and no votes shall be permitted by proxy, by telephone, by Internet, or by virtual presence, at any meetings of the Members, Board of Directors and Committees.

Section 3. In lieu of a meeting, the Board of Directors may act by unanimous written consent of all Directors, which shall be evidenced by email, letter, or other written form permitted by the President.

**ARTICLE 9
PURCHASING**

Section 1. All checks, withdrawals or other expenditures of funds of the organization greater than \$7,500.00 shall require the approval of the Members.

**ARTICLE 10
REQUESTS**

Section 1. All requests from any Belmont (MA) High School athletic team, coach or player shall be presented through the Belmont (MA) High School Athletic Director.

Section 2. All requests from private organizations or private requests for the betterment of the athletic program of Belmont (MA) High School shall be presented either through the Belmont (MA) High School Athletic Director or the President.

Section 3. The Belmont (MA) High School Athletic Director may attend meetings of the Members, Board of Directors and Committees, but may not vote.

**ARTICLE 11
MISCELLANEOUS**

Section 1. The organization may be audited once per year in a manner determined by the Board of Directors.

Section 2. The fiscal year of the organization shall end on December 31 in each year.

Section 3. The organization shall have the powers stated in its Articles of Organization.

Section 4. In the event of any discrepancy between the terms of these Bylaws and the terms of the Articles of Organization, the terms of the Articles of Organization shall control.

Section 5. The Board of Directors shall designate a location or locations in Belmont, Massachusetts where the official records of the organization are kept.

ARTICLE 12 AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Board of Directors and two-thirds vote of the Members. Any proposed amendment(s) shall be first submitted to the Members for a Members' meeting, and to the Board of Directors for a Board of Directors' meeting, for consideration at a duly convened meeting at least two weeks in advance of said meeting.

ARTICLE 13 INDEMNIFICATION OF OFFICERS

Section 1. The Members, Directors and Officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, organizations or other entities extending credit to, contracting with, or having any claim against the organization, may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

Section 2. The organization shall, to the extent legally permissible, indemnify each of the officers and Directors against all liabilities and expenses incurred by reason of such person being or having been such an officer or Director, except for gross negligence or intentional bad acts. This may include amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of such person being or having been such an officer or Director. However, as to any matter disposed of by a compromise payment by such officer or Director, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise and the related indemnification is approved as in the best interest of the organization by (a) a disinterested majority of the Board of Directors, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the organization, or (b) by a majority of the Members. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such person may be entitled. The Board of Directors may, at any time and from time to time, on behalf of the organization, purchase and maintain insurance in such amounts and for such terms as they shall determine, on behalf of any person who is or was elected or appointed as an officer or Director against any liability incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against any such liability. For the purposes of this paragraph, persons designated herein as being entitled to indemnity shall include such person's heirs, executors and administrators. Nothing contained in this paragraph shall affect any rights to indemnification to which personnel other than those entitled to indemnification herein may be entitled by contract, or otherwise under law.

Section 3. Except as the Board of Directors may generally or in particular cases otherwise authorize, and except as otherwise provided in these By-laws, all leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the organization shall be signed by the President and by the Treasurer.