

Bylaws

Ames Middle School Booster Club, Inc.

Article I NAME and PURPOSE

Section 1.01. Name. The name of the organization shall be the Ames Middle School Booster Club, Inc., hereafter referred to as the “Organization”.

Section 1.02. Purpose. The purpose of the Organization is to support and enhance the education and welfare of all children attending the Ames Middle School, which is located in Ames, Iowa, and to foster relationships between the school, parents and legal guardians, and teachers.

Section 1.03. Section 501(c)(3). The Organization is organized exclusively for charitable and educational purposes with the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.04. Legislation. The Organization shall neither participate in nor fund propaganda, nor otherwise attempt to influence legislation. The Organization shall neither participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article II MEMBERSHIP

Section 2.01: Members. All parents and/or legal guardians of current Ames Middle School students and all current, paid employees of Ames Middle School are Members of the Organization and have the right to attend and participate in all public meetings and activities of the Organization.

Section 2.02. Voting. All Members in attendance at Organization meetings shall be eligible to vote.

Section 2.03. Dues. The Organization accepts dues from members, but these dues are not mandatory. No eligible person or persons shall be denied participation in the Organization if dues are not paid. The dues collected are used for the operation of the Organization. Dues shall be established for the following year at the May meeting by a majority vote of Members present.

Article III MEETINGS

Section 3.01. Regular Organization Meetings. Regular Organization meetings shall be held on the same day and at the same time each month, to be determined by the board, when school is in session. Typically,

meetings will be held in the following months of each year: August, September, October, November, January, February, April and May. No meeting will be held if such a meeting falls on a day when there is no school. At Regular Organization Meetings, normal business of the Organization shall be conducted.

Section 3.02. Special Organization Meetings. When voted by the Board of Directors, a Special Organization Meeting shall be called. The time, place and purpose of all Special Organization Meetings shall be announced at least seven (7) days prior to the meeting. The only business to be conducted during a Special Organization Meeting shall be directly related to the purpose stated when the meeting was announced.

Section 3.03. Quorum. The Members of the Organization present at a Regular Organization Meeting or Special Organization Meeting, or the Members of the Board of Directors at a Board of Directors Meeting, shall be designated as a quorum when five (5) or more Members are present and shall be entitled to take action on behalf of the Organization.

Section 3.04. Voting. Unless otherwise dictated in these Bylaws, a simple majority vote of the Members present at any meeting shall be required for all action to be taken by the Organization.

Section 3.05. Presiding Officer. The President of the Organization, or one of the Co-Presidents as the case may be, or the designee of the President or one of the Co-Presidents, shall preside over each membership meeting.

Section 3.06. Board of Directors Meetings. Board of Directors meetings shall be called as needed by any member of the Board of Directors to vote on Organization business or take other action that cannot wait until a Regular Organization Meeting. Board of Directors Meetings shall be authorized to be conducted via electronic means, with the Co-Secretaries keeping a hard copy record of any votes taken. Only the members of the Board of Directors shall be eligible to vote at Board of Directors Meetings. Results of the Board of Directors Meetings shall be reported at the next Regular Organization Meeting.

Article IV BOARD OF DIRECTORS

Section 4.01. Officers. The Officer Positions of the Organization shall consist of two Co- Presidents, two Co-Secretaries and two Co-Treasurers. The Board of Directors of the Organization shall consist solely of the Officer Positions listed above. In the event that there is only one person interested in being a Co-President, Co-Secretary or Co-Treasurer, the position shall be renamed President, Secretary, or Treasurer, as the case may be, and the responsibilities shall remain the same. In addition, the Ames Middle School Principal is included as a non-voting, ex-officio member of the Board of Directors. All Members shall be eligible to be Officers with the exception of the Ames Middle School Principal. No Members may serve in more than one office at any given time. At a minimum, half of the Officers at any given time shall be parents or legal guardians of children attending Ames Middle School.

Section 4.02. Duties. It shall be the duty of the Board of Directors to transact business between meetings in preparation for the Regular Organization Meeting, create standing rules and policies, and prepare reports and recommendations to the Members.

Section 4.03. Duties of Co-Presidents. The primary responsibilities of the Co-Presidents shall be as follows:

1. To serve as the principal executive officers of the Organization.
2. To serve as the main liaison with the Ames Middle School Principal.
3. To supervise, facilitate and direct all of the activities of the Organization, subject to the control of the Board of Directors and the direction of the Membership.
4. To preside at all meetings of the Board of Directors and all meetings of the Membership. Each Co-President or President is entitled to one vote.
5. To prepare the agenda for each formal meeting of the Organization.
6. Provide for an audit-type review of the Organization's finances prior to the end of each fiscal year.

Section 4.04. Duties of Co-Secretaries. The primary responsibilities of the Co-Secretaries shall be as follows:

1. To keep accurate minutes of all formal Organization meetings and distribute them to all Officers and the Ames Middle School Principal within two weeks of each meeting.
2. To provide the minutes of the previous meeting for approval at each Regular Organization Meeting.
3. To keep track of and report correspondence received by the Organization such as special teacher requests and thank you notes.
4. To keep a copy of all Organization notices sent to the school community.
5. To keep a copy of all written requests for donations made by the Organization.
6. To keep a copy, and bring to meetings, the current Bylaws.
7. To keep a copy of any records or reports at the request of the full Board of Directors.

Section 4.05. Duties of Co-Treasurers. The primary responsibilities of the Co-Treasurers are as follows:

1. To be responsible for all Accounts Receivable and Accounts Payable for the Organization.
2. To make disbursements as authorized by the Board of Directors and/or Membership in accordance with the budget adopted by the Membership.
3. To present a written financial report at each Regular Organization Meeting and at other times as requested by the Board of Directors.
4. To provide an annual financial statement to the Organization.
5. To be responsible for filing all required tax and financial forms. The Board of Directors shall review and approve the documents prior to submittal.
6. To be responsible for ensuring all funds of the Organization are deposited in a timely manner into the Organization's bank account.
7. To provide information to any Committee at the request of the full Board of Directors.

Section 4.06. Authority. All Officers of the Board of Directors shall have authority to enter into contracts, agreements or obligations for the purchase of materials or services on behalf of the Organization, but only within approved activities and budgets and subject to these Bylaws. Neither the Board of Directors nor any

Organization Member shall have the authority to enter into any contracts, agreements or obligations on behalf of Ames Middle School or be allowed to present themselves as having such authority.

Section 4.07. Compensation. Officers shall serve without compensation with the exception that reasonable expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval by the Board of Directors.

Section 4.08. Quorum. Half the number of Board of Directors members plus one constitutes quorum for Board of Directors Meetings.

Article V ELECTIONS

Section 5.01. Appointment of Officers - Terms of Office. The officers of the Organization shall be elected by members of the Organization who are present at the Organization Regular Meeting held in September of each year. Each officer shall serve a term of one year beginning on October first (1st) of each year. Officers may be re-elected to any number of consecutive terms. Nominations are taken by the Nominating Committee, described in Article VI, but may also be taken at the August meeting. Voting shall be by written ballot unless an office is uncontested, in which case a voice vote may be taken.

Section 5.02. Selection. A majority of the votes cast by the Members in attendance shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons receiving the largest number of votes shall immediately be held.

Section 5.03. Termination. The Board of Directors may remove an officer who is no longer in good standing, with the advice and consent of the Ames Middle School Principal. The officer position shall be vacant upon a two-thirds vote of the Board of Directors after seven (7) days' notice to the officer of the action for removal. Removal from a vacancy must be for cause.

Section 5.04. Vacancies. The Board of Directors shall temporarily fill any vacancy in office due to death, resignation, inability to serve, termination, or for any other reason. An election to fill the unexpired term portion of the term vacancy shall be held at the next Regular Organization Meeting or Special Organization Meeting consistent with the procedures established in these Bylaws. For purposes of eligibility, a person who is filling a vacancy shall be considered to have served the full term only if more than half of the term of office remains at the time they fill the position.

Article VI COMMITTEES

Section 6.01. Definitions.

1. **Standing Committee.** Standing Committees shall be always staffed. The specific composition and purpose of a Standing Committee shall be defined in these Bylaws.
2. **Continuing Committee.** Continuing Committees and their purpose shall be established by a vote of the Members and shall remain in force until retired by a vote of the Members. Continuing Committees shall be staffed as needed throughout the year to provide continuity from year to year

for a specific purpose and/or event. The specific composition of each Continuing Committee varies as needed.

3. **Special Committee.** Special Committees shall be established by a vote of the Board of Directors or by the Co-Presidents for a special specific purpose, goal or length of time. Once the purpose, goal or length of time of the Special Committee is met, it shall be automatically disbanded.

Section 6.02. Standing Committees. Nominating Committee. The Nominating Committee shall be a Standing Committee and shall consist of three (3) Members. The Nominating Committee shall be formed each August. The Nominating Committee shall send at least two (2) notices in school newsletters or special flyers asking for interested individuals to submit their name or the names of other Members for consideration to serve on the Board of Directors at the end of the term, or as required to fill Board of Directors vacancies. The Nominating Committee shall tabulate all votes in any formal election required for contested positions.

Section 6.03. Continuing Committees. The Organization Membership may establish, by a simple majority vote, such Continuing Committees as it deems necessary and advisable. The Board of Directors shall appoint the Chairperson of all Continuing Committees. The length of service for a chairperson is typically one (1) year. However, the length of service may vary as determined by the Board of Directors.

Section 6.04. Chairperson Duties. The Chairperson of each committee shall perform the following:

1. Recruit the members for their committee as needed.
2. Submit an operating budget to the Board of Directors for review and approval every twelve (12) months or more often as needed.
3. Purchase items or services within the maximum amount specified for budget items as specified, tracking all expenses and submitting receipts for reimbursements.
4. Present to the Board of Directors for review all financial transactions and obligations that will exceed the approved budget for the committee. The committee Chairperson shall not execute any financial transaction or obligation that exceeds the approved budget amount without receiving prior approval from the Board of Directors..
5. If monies are required in advance, submit a request to the Co-Treasurers describing details of the purchase, submit a funds request, and use that money in the nature described.
6. Obtain a final receipt, invoice or similar of the monies spent, and return all unspent money to the Co-Treasurers.
7. In consultation with the Ames Middle School Principal, approve all school flyers and public information notices prior to the distribution of the material.
8. Ensure that copies of all written requests for donations from individuals, groups or businesses are submitted to the Co-Secretaries.
9. Regularly report the plans and activities of the committee to the Board of Directors and to the Organization Members at Regular Organizational Meetings.
10. At the request of the Board of Directors, prepare a final written report of all activities, financials, and details of the activities after completion of all outstanding items.

Section 6.05. Obligations. The Board of Directors may delegate authority to enter into contracts or agreements for the purchase of materials or services on behalf of the Organization to the Chairperson of a committee and/or to any member of the committee. Any person to whom this authority is delegated shall only be

authorized to exercise this authority within the stated purpose of the committee and only within the budget of the committee.

Article VII
FINANCES

Section 7.01. Financial Prohibitions. As a volunteer entity, the Organization shall not pay or provide any remuneration to the members of the Board of Directors, any committee Chairperson, committee members or any other member of the Organization for their volunteer service to the Organization. There shall be no commingling of Organization funds with the personal, professional, or business accounts of any individuals, groups or businesses. This shall include a prohibition against providing the Organization funds as a loan to anyone for any purpose.

Section 7.02. Financial Institution. The financial institution(s) used by the Organization shall be federal or state-chartered banks or credit unions approved by the Board of Directors. The authorized signatures on the account shall be the Co-Presidents and the Co-Treasurers. Any one of these individuals, and only these individuals, are authorized to withdraw funds, write checks, drafts, or other instruments for the payment of money on behalf of the Organization. In writing checks, drafts or making other payments of money, a single signature shall suffice unless the amount of the check exceeds \$1,000, in which case two signatures are required. An authorized disbursement to any of the authorized signatories to the account requires the consent and action of another signatory. For example, a Co-Treasurer cannot write a check made out to that Co-Treasurer – one of the Co-Presidents or the other Co-Treasurer, if such position exists, must sign the check.

Section 7.03. Annual Budget. The Fiscal Year shall run from the first day of July of one calendar year' through the thirtieth day of June of the next calendar year. At the last scheduled Regular Organization Meeting of the year, typically held in May, the Co-Treasurers shall prepare and present a proposed budget for the following year. At a minimum, the budget shall include:

1. Current balance as of the date of the meeting.
2. Expected and reasonable expenditures through the remainder of the fiscal year.
3. Reasonable estimates for fundraising activities during the first four months of the new fiscal year. If funds allow, the Co-treasurers may assume zero fundraising during this period for planning purposes.
4. A listing of non-discretionary funds committed to the next fiscal year.
5. A listing of recommended discretionary expenditures proposed for the next fiscal year.
6. The proposed budget must be in balance, meaning the Projected Balance is not negative.
7. The Organization Members may discuss the proposed budget as needed. Changes to the proposed budget may be made as determined by the discussion.
8. The Co-Presidents shall not allow a vote on a proposed budget that is not in balance.
9. Approval of the budget is by a majority vote. The Organization Members must vote to approve a budget at the last scheduled Regular Organization Meeting of the year.

Section 7.04. Changing the Approved Budget. The Co-Treasurers shall keep track of actual expenditures versus budget items. The Co-Treasurers shall not reimburse an expense that exceeds the approved budget for that budget item. A Proposal to modify the approved budget may be made by any Organization Member (including the Co-Treasurers) at any scheduled Regular Organization meeting. If the majority of the

eligible Organization Members votes to accept the proposed change, the Co-Treasurers will update the approved budget prior to the next report. By majority vote, the Board of Directors may, at any time, vote to modify the approved budget. This vote shall be included in the Co-Secretaries' report at the next Regular Organization Meeting.

Section 7.05. Reporting. The Co-Treasurers shall keep track of all actual deposits and expenditures. At every Regular Organization Meeting, the Co-Treasurers shall provide a written financial report that the Co-Secretaries keep with the minutes of the meeting. This report will include transactions occurring through the previous month's end. At a minimum, the report shall contain:

1. The closing balance from the previous Co-Treasurer's report,
2. All income received and deposited since the previous Co-Treasurer's report,
3. All expenditures made since the previous Co-Treasurer's report, organized by budget item,
4. The current closing balance, and
5. The remaining balance of all budget items.

At a minimum of two Regular Organization Meetings each year, the Co-Treasurers shall provide an updated estimate of the end-of-year balance. The estimated end-of-year balance is the current closing balance plus the reasonable estimated income from all remaining fundraisers minus all estimated expenditures. The Co-Treasurers shall complete an End-Of-Year Report of all financial activities within thirty-one (31) days of the end of the Fiscal Year.

Section 7.06. Taxes. The Co-Treasurers shall be responsible for the timely completion and submittal of any other financial or tax records, reports or forms. The Board of Directors shall review and vote to approve these items prior to submittal.

Section 7.07. Dissolution. The Organization may be dissolved with previous notice and a two-thirds (2/3) vote of those Organization Members present at a meeting. Should the Organization be dissolved for any reason, the following shall dictate how remaining assets shall be disbursed. The Co-Treasurers shall be responsible for ensuring all outstanding debts are paid off and adequate time to clear has passed. The Co-Treasurers shall present an inventory of all remaining assets to the Board of Directors. The Board of Directors shall determine how to distribute these assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as a court shall determine, which are organized and operated exclusively for such purposes.

Article VIII PARLIAMENTARY AUTHORITY

At all meetings of the Board of Directors and Members, the rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern, provided they are not inconsistent with these Bylaws and any special rule of order the Organization may adopt.

Article IX INDEMNIFICATION

Every member of the Board of Directors may be indemnified by the Organization against all expense and liabilities, including attorney fees, reasonably incurred or imposed upon such members of the Board of Directors in connection with any threatened, pending or completed action, suit or proceeding to which he or she may become involved by reason of his or her being or having been a member of the Board of Directors, or any settlement thereof, unless adjudged to be liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement this indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board of Directors is entitled.

Article X
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and additional bylaws adopted, by the affirmative vote of a majority of the Members present at any Regular or Special Organization Meeting at which there is a quorum present, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is to be taken. Approved amendments will take effect immediately upon enactment and may be retroactive where applicable.