

**BY-LAWS
OF
MILLBROOK PIONEER ATHLETIC ASSOCIATION**

ARTICLE I: NAME

The name of this organization shall be MILLBROOK PIONEER ATHLETIC ASSOCIATION or MPAA. The Millbrook High School administration grants the use of "Millbrook", "Pioneers", "Pioneer", and the Millbrook "M" logo to the athletic booster club that will be known as the Millbrook Pioneer Athletic Association (MPAA). The use of the Millbrook Pioneer(s) name/logo, in this situation, is for the sole purpose of promoting and supporting the athletic program at Millbrook High School and is not to be used by any individual or organization without written permission from the administration of Millbrook High School.

ARTICLE II: ARTICLES OF ORGANIZATION

This organization exists as an unincorporated organization. The "Articles of Organization" comprise these by-laws as from time to time amended. This organization is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE III: FISCAL YEAR

The fiscal year of the organization shall begin annually on the 1st day of July and end on the 30th of June.

ARTICLE IV: PURPOSE

- A. To support the athletes of Millbrook High School and to promote the athletics program of Millbrook High School in the pursuit of academic and athletic excellence.
- B. To encourage the highest ideals and ethics among its members in their relationships with the administrators, teachers, and coaches of the Frederick County, Virginia, public school system.
- C. To recognize outstanding achievement in athletics and encourage high standards of scholarship, sportsmanship, and citizenship in the student body of the school.

ARTICLE V: MEMBERSHIP

Membership opportunities shall consist of two (2) categories:

- A. Family Memberships – includes 2 individual votes (each person is only allowed to vote once)
- B. Individual Memberships – includes 1 vote

Membership dues and recruiting promotions for each new fiscal year shall be determined annually at the Association's Annual Meeting.

ARTICLE VI: MEETINGS

A quorum for the transaction of business at any General Membership meeting shall consist of not less than eleven active members of the organization.

The Order of Business at all meetings of the organization shall be as follows:

1. Call to Order
 2. Review of Minutes of Previous Meeting
 3. Receive Communications/Funding Requests
 4. Report of Officers
 5. Report of Committees
 6. Previously Unfinished Business
 7. New Business – funding requests received will be acted on at this time.
 8. Election of Officers/Directors when appropriate
 9. Adjournment
- A. **Annual Meeting:** The Annual Meeting of the general membership of the Millbrook Pioneer Athletic Association shall be held in May. The primary order of business is the election of the Executive Board and Officers. The newly elected Board will officially take over at the start of the fiscal year, 1 July. Other business covered will include financial statements of activity, scholarship status, and end of year closing activities.
- B. **Board of Directors Meetings:** Shall be held monthly at a time to be determined by the members/officers.
- C. **Other Board of Director Meetings:** May be called by the President or her/his representative, or by a majority of the Board members, by oral notification or in writing at least two (2) days prior to the date of the meeting to all board members.
- D. **Other General Membership Meetings:** By action of the Board of Directors, other meetings of the general membership may be called as deemed appropriate and/or necessary.
- E. **Notice of Meetings:** The meeting schedule shall be agreed in advance and communicated to the membership via social media platforms and posted in the school calendar at least five (5) days prior to the appointed meeting.

The order of business may be altered or suspended at any meeting by a majority of the active members present. The usual parliamentary rules as laid down in Roberts Rules of Order shall govern, when not in conflict with these Articles of Organization.

ARTICLE VII: OFFICERS

The Officers of the MPAA shall be President, First Vice-President, Second Vice-President, Past President, Secretary, and Treasurer. The Officers shall be active members of the organization and shall be elected annually by the general membership at the annual meeting in May. The Officers shall comprise the Executive Board and shall serve for a one (1) year term and shall be eligible for re-election with limitation on the number of successive terms for the same position, not to exceed two (2) consecutive years. Exceptions may be granted if volunteers do not come forward to fill Officer positions. Exceptional assignments must be put through a vote at the annual meeting.

- A. The **President** shall be the Chief Executive Officer of the organization. The President shall preside at all meetings of the organization and its Executive Board and shall call such meetings

as he/she deems necessary. It shall be the duty of the President to exercise general supervision over the activities and welfare of the organization. The President will maintain ongoing communication with the members of the Executive Board by way of monthly meetings, email, and other means as necessary, relative to matters of policy. The President shall be an ex-officio member of all association committees, with the exception of the nominating committee.

- B. The **First Vice-President** shall perform the duties of the President in his/her absence or in cases where he/she is unable to perform those duties. The Vice-President leads the Fundraising Committee.
- C. The **Second Vice-President** shall perform the duties of the First Vice-President in his/her absence or in cases where he/she is unable to perform those duties. The Second Vice-President is the key Officer liaison to the Concessions and Volunteer Committee.
- D. The **Past President** shall serve as Chairperson of the Nominating Committee. In the absence of the President, First Vice-President, or Second Vice-President, the Past President shall perform those duties.
- E. The **Secretary** shall record the proceedings of all meetings of the organization and all meetings of the Board of Directors and shall do and perform all the usual and customary functions of this office. The Secretary shall be responsible for publishing minutes of such meetings within fourteen days of each meeting. The Secretary shall handle publicity for activities of the organization, working in conjunction with other organizational committees and the Board of Directors.
- F. The **Treasurer** shall keep an accurate record of receipts and disbursements of all monies received by the organization. The Treasurer is responsible for paying all bills and disbursements promptly as the usual and ordinary functions of this office. The Treasurer shall report financial health at each Monthly and Annual meeting.

At the July Board meeting for the fiscal year in which the Treasurer is serving, he/she must present policies to be followed for the counting, reconciliation, deposit, and disbursement of all money to the Board of Directors for approval. These procedures will include start up cash process, deposit and audit procedures, credit card transaction process, process for reimbursements, and debit card access. Additional updates to these policies may be made after the filing of the report of the Audit Committee (see Article IX – Standing Committees, Paragraph E – Audit Committee).

The Treasurer is responsible for ensuring that the Association's Form 990 (Return of Organization Exempt from Income Tax) is filed in accordance with IRS regulations for timely filing. As of the writing of these Bylaws, regulations require filing of the Form 990 by the 15th day of the 6th month following the end of the Association's fiscal year (i.e., November 15th). However, the Treasurer should confirm the filing deadline annually prior to the end of the fiscal year.

The Treasurer is responsible for ensuring timely and complete hand-off of all financial records, inclusive of both paper and electronic records, to the current Board at the end of his/her term.

- G. From time to time, as it deems appropriate, the membership may decide to nominate and elect both a Treasurer and an Assistant Treasurer to carry out the duties associated with the financial management of the Association. In years when there is no nomination or election of an Assistant Treasurer, then all the duties as described in paragraph F above will fall to the Treasurer. In years where an Assistant Treasurer is nominated and elected, his/her duties will be as follows:
 - a. Perform duties as assigned by the Treasurer in support of the financial management of the Association.

- b. Perform the duties of the Treasurer in his/her absence or in cases where he/she is unable to perform those duties.

ARTICLE VIII: BOARD OF DIRECTORS

- A. The Board of Directors shall manage the business and affairs of the organization.
- B. The Board of Directors shall consist of all current officers, and no less than six (6) Members-at-Large elected annually for a term of one (1) year by the active members of the organization at its annual meeting in May.
- C. Non-voting, advisory seats shall be established on the Board of Directors for the Principal of Millbrook High School and the Coordinator of Student Activities.
- D. Only active members of the Millbrook Pioneer Athletic Association shall be eligible for election to the Board of Directors and Officer positions. If a rising Freshman parent has been a MPAA member in the past, he/she would be considered eligible to be elected to the Board of Directors.
- E. Regular monthly meetings of the Board of Directors shall be held for the transaction of business of the organization.
- F. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors by the giving of notice, orally or in writing, to all members at least two (2) days prior to the date of the meeting.
- G. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than six (6) directors/officers.
- H. The Board shall have specific responsibilities based on the discretion of the President and his/her allocation of those responsibilities at the onset of the fiscal year.
- I. A director may be asked to resign his/her position for just cause. If he/she refuses, the matter shall be brought before the general membership for a vote. Three consecutive absences of any director shall be cause for dismissal and will be brought before the Board of Directors for vote and approval.
- J. Vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though they shall constitute less than a quorum of the Board of Directors or a majority affirmative vote of the active members present at any meeting of the active membership.

ARTICLE IX: COMMITTEES

Standing Committees: The organization shall have at least eight (8) standing committees: Executive, Academic Scholarship, Membership, Nominating, Fundraising, Concession(s), Team Liaison and Audit. Each committee shall consist of three (3) or more persons. Additional standing committees may be established from time to time by action of the Board of Directors. Each committee shall have a chairperson, represented by an active Board Member. The chairperson shall be responsible for directing and coordinating the affairs of her/his committee and presenting a verbal report on committee activity at the monthly meeting of the Board of Directors. Vacancies occurring on any committee may be filled by the remaining members of the committee for the unexpired term.

- A. **Executive Committee:** The Executive Committee, on which the President shall serve as chairperson, shall have supervision, control, and direction of the affairs of the organization. The Committee shall execute the policies and decisions of the active members, actively prosecute the organization's objectives, and have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable and shall report the activities to the Board of Directors when called upon by it or when deemed appropriate by the Committee.
- B. **Academic Scholarship Committee:** The Academic Scholarship Committee shall be empowered to award the scholarship fund allocated and voted by the Board of Directors to qualified graduating students of Millbrook High School in Frederick County, Virginia. The Academic Scholarship Committee may not be the parent or guardian of a graduating athlete.

At the beginning of the Scholarship process and prior to reviewing any applications, the Scholarship Committee will confirm the award criteria categories and assign weighted values to each. The categories will support the mission of the organization of athletics, scholarship, citizenship, and sportsmanship.

1. Athletics: Number of seasons; number of sports; athletic level (Varsity, Junior Varsity, Manager); Letter achievement; athletic awards
2. Scholarship: GPA, clubs, balance
3. Citizenship: Coaches recommendation, personal essay, high school activities, community service, MPAA membership and participation, volunteer participation

The criteria to be employed by the Committee for selection of the recipients of scholarships shall be that he or she shall:

1. Graduate from Millbrook and become enrolled as a full-time student at a college, university, trade school, United States military academy, or institution of higher learning.
2. Have participated in varsity athletics at Millbrook, be regarded in good standing with the school, and have made a distinguished contribution to the athletic programs in which he/she participated.
3. Be of good moral character.
4. Have demonstrated academic qualifications to ensure probable completion of degree requirements at the academic institution at which the recipient becomes enrolled.
5. Must maintain a 2.0 GPA or above during the first semester of their Senior Year.

The applications will be self-reported by the student athletes in coordination with their Guidance Counselor and their Athletic Coach(es).

Scholarships awarded shall not be required to be repaid to the organization by the recipients. Scholarships will be paid directly to the institution in the recipient's name. Amounts over \$800 will be split in two equal payments, the first to be paid the Fall semester immediately following graduation and the remaining funds to be paid the Spring semester immediately following graduation. The student must maintain a good standing with the institution to receive the 2nd payment. Scholarship recipients may select to defer until Fall of the year following graduation and receive the full award amount. However, all scholarships not claimed before 18 months of graduation or the month of December the year after their graduating year shall be forfeited.

- C. **Membership Committee:** The Membership Committee shall seek to increase membership in the organization. The duties of this committee specifically are:
1. Attend freshman orientation event and solicit memberships
 2. Attend school orientation, registration, etc., and solicit memberships

3. Attend school tours and solicit memberships
 4. Be present at sporting events
 5. Maintain a record of all members of the organization
 - i. Maintain a group email list of all Membership
 - ii. Provide a monthly Membership list to the Secretary
 - iii. Provide an accounting of dues collected and turn over all dues/payments to the Treasurer as soon as possible after the collection of dues from members
 6. Pursue any goals or incentives established by the Committee and endorsed by the Board of Directors to secure donations to further the objectives of the organization
- D. **Nominating Committee:** The Nominating Committee, with the immediate Past President serving as the chairperson, shall nominate the officers and directors of the organization. If the Past President cannot perform this duty it will fall to the First Vice-President.
1. Additional committee members shall be appointed by the President
 2. The Committee will report the recommendations at the ~~March~~ April meeting of the Board of Directors
- E. **Audit Committee:** The Audit Committee shall conduct a financial review of the financial records of the organization for the fiscal year ended June 30th, by August 31st. The purpose of the financial review is to ensure that the organization is following all appropriate financial policies and practices and to mitigate the risk of financial irregularities.
- The financial review should include, at a minimum, a review, analysis, and reconciliation of monthly financial reports; bank statements and any other financial records for the fiscal year being reviewed. It can be conducted as an internal review so long as the guidelines for participation as specified below are followed.
- A report of the committee's findings will be presented to the Board of Directors at the September meeting along with any recommendations resulting from the review.
- The Treasurer and the Assistant Treasurer of the organization shall be used for consultation only and are not members of the Audit Committee. The Audit Committee members should not include anyone with bank signature authority or who has been routinely involved in handling the organization's finances, or any immediate relative of the signers.
- From time to time, as it deems appropriate, the Board may determine that the annual financial review should be conducted by an external, third party. In such cases, the Board will solicit not less than 3 proposals with cost estimates from such external parties. The proposals will be evaluated by the Officers, and a recommendation shall be brought forth regarding which proposal to accept. Approval to utilize the recommended third party and incur the associated costs will be obtained by a majority vote of the membership in attendance at the monthly meeting where the request is discussed.
- F. **Fundraising Committee:** The Fundraising Committee shall handle all aspects of fundraising and shall be subdivided to handle each specific event. The MPAA Vice Presidents are the de-facto Fundraising Committee leads unless someone else is elected into the position. Fundraisers will be carefully selected by the Committee to provide funds for the objectives of the organization, promote a positive image of Millbrook High School, and encourage a high standard of behavior in the athletes and student body. This Committee will research and secure needed permits, insurance, etc. for events after endorsement. The Committee shall adhere to all financial policies and procedures set forth by the Treasurer. The Spirit Wear Committees will fall under the umbrella of the Fundraising Committee.

- G. **Spirit Wear Committee:** The Spirit Wear Committee shall oversee the ordering, inventory, and sale of Millbrook High School related souvenirs. The stock will be made available for sale at home athletic events and other school-wide functions as it pertains to the organization.
- H. **Concession Committee:** The Concession Committee shall oversee the operation and maintenance (excluding facilities maintenance) of the concession stands Stadium Concessions, Baseball/Softball Concessions, Indoor Concessions, and other locations such as for Track and Cross-Country events. The Committee is responsible for the inventory, procurement of supplies, restocking, volunteer training, and clean-up of the concession stands before and following the athletic events. The Committee shall train and manage the volunteers recruited by the Team Liaison and Volunteer Coordinator. The Committee shall adhere to all financial policies and procedures set forth by the Treasurer.
- I. **Team Liaison “Volunteer Coordinator” Committee:** The Team Liaison Committee shall serve as the interface between the MPAA and each athletic team within the Millbrook athletics program. The team shall consist of one parent representative for each team. The parent representatives will coordinate with the MHS Coordinator of Student Activities and the Coach(es) of their designated sport to share information about the MPAA and to encourage engagement by the parents of student athletes on those teams. The members of the committee will elect from its membership a Committee Lead that will represent the activities of the committee at scheduled meetings of the MPAA membership and Board. The Committee’s most important role is to recruit volunteers to staff the concession stands at the athletic events hosted by Millbrook High School and other fundraising events, without whom, the mission of the organization cannot be achieved.

ARTICLE X: FINANCES

- A. **Finances:** This organization shall use its funds for objectives as specified in these by-laws.
- B. **Bonding:** Persons entrusted with handling of organization funds may be required, at the discretion of the Executive Committee, to furnish, at organization’s expense, a suitable fidelity bond.

ARTICLE XI: DISSOLUTION

The organization may dissolve and wind up its affairs in the following manner:

- A. The Board of Directors shall adopt a resolution recommending that the organization be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of the members of the organization. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving the organization shall be given to each member at least thirty (30) days prior to the date of such meeting.
- B. Upon dissolution of this organization, assets shall be distributed to one or more exempt organizations, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as a charitable, educational, religious, or scientific organization.

ARTICLE XII: PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the

organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding; any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future federal tax code.)

ARTICLE XIII: AMENDMENTS

These by-laws may be amended, repealed, or altered in whole or in part by the majority vote of the active members at any regular or specially called meeting of the general membership of the organization.

However, no such amendment will be adopted if it will cause the revocation of the organization's Section 501 (c) (3) qualification.

We certify that this is a true, correct, and complete copy of the by-laws of Millbrook Pioneers Athletic Association as approved by the members on February 17, 2021.

Copy:

President
Secretary

Last Revised: January 17, 2017