

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**JAMES MADISON HIGH SCHOOL**  
**ATHLETIC BOOSTERS CLUB, INC.**

**Article I: Name**

The name of this organization is the James Madison High School Athletic Boosters Club, Inc. (hereinafter "the Boosters").

**Article II: Purpose**

The Boosters is a registered 501 (c) (3) non-profit organization composed of parents, coaches, and other community members who have an interest in supporting the James Madison High School (JMHS) athletic program.

The three tenets of the Boosters shall be to: 1) fundraise to support athletic programs, 2) promote school spirit throughout the high school and community at large, and 3) support student athletes to achieve excellence in academics, athletics and sportsmanship.

The role of fundraising shall be to financially support facility maintenance, equipment, capital improvements and other items not covered by Fairfax County Public Schools (FCPS) funds that will enhance and expand the athletic programs and benefit the maximum number of students involved in athletic programs.

**Article III: Membership**

Section 1: Membership. Membership shall consist of dues-paying families, alumni, and individuals. There is only one class of membership. JMHS administrative, coaching and teaching staff shall be nonvoting members of Boosters if they are not dues-paying members. Each regular-member family, alumni, and individual shall be entitled to one vote.

Section 2: Membership Term. Membership shall be annual and concurrent with the fiscal year of the Boosters. The dues for the next membership year shall be set by the Board of Directors by the last meeting of the prior fiscal year.

Section 3: Membership Meetings. Members shall be entitled to attend all regular meetings throughout the school year as scheduled by the Board of Directors and vote on all matters submitted for a vote by the Board of Directors. On any matter submitted to a vote, a majority of the members present at a meeting shall be sufficient to approve the matter. Members shall be

entitled to elect the Officers at the final meeting of the fiscal year. A majority of the members present at such meeting shall be entitled to elect the Officers regardless of whether or not such item was on any agenda submitted to the members or whether or not a majority of the members are present at the meeting.

#### **Article IV: Board of Directors**

Section 1. Number and Qualifications. The Board of Directors shall consist of:

a) All Elected Officers, including President, Treasurer and Secretary and such other Officers as the Board of Directors may determine.

b) The Director of Student Activities (DSA) and Assistant DSA who shall serve as ex-officio members of the Board of Directors.

c) Committee Members. The Board of Directors may designate one or more committees as deemed necessary. Each committee shall consist of two or more members with at least one member appointed as a Director to the Board. For further guidance on committees please refer to Section VIII of these Bylaws.

d) Team Representatives. A Director shall be appointed to represent the interest of each sport and club sport in which JMHS athletics compete. Sports with teams at multiple levels in the same sport (ie freshman, JV & varsity) may each have an appointed representative. Directors may represent the interests of more than one sport, but in such case will have only one vote on any issue presented to the Board for a vote.

e) Those Directors who are not officers of the Boosters shall be appointed by the President with the concurrence of the majority of the elected officers. Any Director shall be a dues paying individual member or part of a Family Membership. Any Director who is responsible for Booster funds shall be bonded. No Board Member shall be compensated for their service.

Section 2. Term of Office. The term of office of each Director shall be annual and concurrent with the fiscal year of the Boosters.

Section 3. Duties. The duties of the Board of Directors shall be: (a) to transact necessary business to meet the mission and purpose of the Boosters; (b) to create and dissolve committees; (c) to approve the plans of work of the committees; (d) to present a report at each meeting on the activities at JMHS that support and promote the mission of the Boosters; (e) to appoint an auditor or an auditing committee to audit the Treasurer's accounts at the end of the Treasurer's term or when deemed necessary otherwise; (f) to prepare and submit for approval a budget for the fiscal year including annual membership dues; and (g) to approve routine bills within the limits of the budget.



Section 4. Meetings. Regular meetings of the Boosters shall be held during the school year, the time to be fixed by the Board of Directors at its first meeting of the year, and publicized in a way that all members have access. Special meetings of the Board of Directors may be called by the President at any time; and the President must, upon the written request of any two Directors, call a special meeting to be held not more than seven (7) days after the receipt of such request. Directors shall be notified at least four (4) days prior via normal Board communications specifying the time and place of the meeting and the business to be transacted.

Section 5. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. If a quorum should not be present, the directors present may adjourn the meeting to some further time, not more than seven (7) days later.

Section 6. Voting. At all meetings of the Board of Directors, each director shall have one vote.

Section 7. Action without a Meeting. Any transaction of business that the Board of Directors would usually do at a meeting and that is within the duties defined in Section 3, may be done without a meeting. However; written records of the decision and the vote must be included in the Booster minutes, posted and available to the membership, and filed with the records of the Boosters.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal or otherwise shall be filled promptly by designation of the President. The director thus chosen shall hold office for the unexpired term of the predecessor.

Section 9. Removal of Directors. Any officer or member of the Board of Directors who fails to attend two consecutive board meetings without good reason or fails to perform the official duties in compliance with these Bylaws, in the opinion of the Board of Directors, may be recalled from office. A simple majority vote of the Board of Directors is sufficient to declare the office vacant.

Section 10. Resignation. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately.

## **Article V: Finance and Fiscal Management**

Section 1. Fiscal Year. The fiscal year of the Boosters shall begin July 1 and end June 30.

Section 2. Banking. All funds of the Boosters shall be deposited in bank accounts as deemed appropriate by the Board of Directors in a bank organized and existing under the law of the Commonwealth of Virginia. Withdrawal of funds shall be done only upon checks duly drawn against a checking account and signed by either the Treasurer or President of the Boosters.

Section 3. Budget. The Boosters membership shall approve an annual budget reflecting estimated revenue from fundraising projects, estimated expenses of such projects, and other operating expenses. The Budget will be presented at the August meeting each year, which will then be voted on for adoption at the September meeting.

Section 4. Expenditures and Authority to Obligate. Expenses identified and approved within the Annual Budget can be authorized for payment by any individual Board member. Expenses not approved within the Annual Budget can be authorized for payment when approved by the Board by a simple majority vote.

Section 5. Annual Report. The Boosters shall provide its membership with an annual report of all fiscal year financial activity, which shall be presented at the June meeting each fiscal year.

Section 6. Audit. The President shall appoint an Audit Committee at the end of the Treasurer's term. The Committee shall conduct such audit and shall prepare a written report thereon for presentation at the first meeting of the following fiscal year. The report will be filed with the Secretary.

Section 7. Team Account. The Boosters shall establish an account for certain fundraising monies of the recognized sports teams of James Madison High School, herein referred to as the Team Account. The Boosters will separately track and monitor the funds in the Team Account of each individual team and report to the Board of Directors and the Athletic Department on a quarterly basis. All funds in the Team Account will be distributed to the individual, recognized sports teams on a quarterly basis. Team Account funds held by the Boosters at the end of the fiscal year are considered liabilities of Boosters payable to the sports teams. All transactions of the Team Account must be authorized by the Athletic Department.

Section 8. Use of Assets. The Boosters shall use its assets in accordance with the purpose and mission of the Boosters specified in Article II of the Bylaws.

Section 9. Insurance. The Boosters may purchase and maintain insurance to provide coverage, as deemed necessary and adequate by the Board of Directors, with respect to its fundraising events, its business meeting activities, and to secure the faithful performance of certain of its officers.

## **Article VI: Officers**

Section 1. Officers and Qualifications. The Officers of the Boosters shall be a President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine. No two offices may be held by the same person. All Officers must be individual members or part of a family membership of the Boosters. Any Officer who is responsible for Booster funds will be bonded.



Section 2. Election. All Officers of the Boosters shall be elected annually at the last meeting of the fiscal year.

Section 3. Terms of Office. The term of office of each Officer shall be annual and concurrent with the fiscal year of the Boosters. No Officer can serve more than two consecutive terms.

Section 4. Removal of Officers. Any Officer may be removed either with or without cause by the vote of a majority of the members at a duly called meeting.

Section 5. Duties of Officers. The duties and powers of the Officers of the Boosters shall be as follows and as shall hereafter be set by resolution of the Board of Directors.

### **President**

- A. The President shall preside at all meetings.
- B. The President shall coordinate the work of the officers and committees of the Boosters in order that its purposes may be promoted.
- C. The President shall call any regular and special meetings of the members and directors in accordance with the requirements of these bylaws.
- D. The President shall make sure all books, reports, statements and certificates are properly kept and filed as required by these bylaws.
- E. The President shall enforce these bylaws and perform all the duties incident to this office and assigned by the Boosters or Board of Directors.
- F. The President will be an authorized check signer on all Boosters bank accounts, along with the Treasurer, in order to conduct business in the absence of the Treasurer.
- G. During the absence or incapacity of the President, the Board shall appoint another officer to perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibilities of the Office of President and shall perform such duties and functions as the Board may prescribe.

### **Secretary**

- A. The Secretary shall keep the minutes of the meetings and post the minutes so they are accessible to all members.

B. The Secretary shall attend to the posting of regularly scheduled meetings so they are accessible to all members and give notice of special meetings of the Boosters.

C. The Secretary shall be custodian of the records.

D. The Secretary shall keep at the principal office of the Boosters the records containing the names, alphabetically arranged, of all persons who are members of the Boosters.

E. The Secretary shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received.

F. The Secretary shall perform all the duties incident to the office of Secretary of a Corporation.

### **Treasurer**

A. The Treasurer shall have the care and custody of and be responsible for all Boosters funds and shall deposit such funds in the name of the Boosters in such banks as the Board of Directors may designate.

B. The Treasurer shall make, sign and endorse in the name of the Boosters all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors and in accordance with the Annual Budget.

C. The Treasurer shall keep an accurate record of all receipts and disbursements, showing each activity separately, as well as a complete record of all funds and accounts.

D. The Treasurer shall present a financial statement at every meeting of the Board of Directors, at every meeting of the Boosters, and at other times when requested by the Board of Directors or Boosters, and shall make a full report at the first and last scheduled meeting in each fiscal year.

E. The Treasurer shall develop and distribute an annual budget to the Membership in accordance with Article V. Section 3. The Treasurer shall work with the DSA to identify capital facilities improvements and equipment needs of all sports. Recommendations will be reported to the Board of Directors.

F. The Treasurer shall deliver all financial records to the appointed auditing committee to perform the audit and lend assistance as may be requested.

G. The Treasurer shall manage all deposits, payments and other transactions of the Team Account and report to the Board of Directors and DSA on a quarterly basis.

### **Other Officers**

Other Officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specifically called for that purpose.

### **Article VII: Advisors**

Section 1. The Director of Student Activities (DSA) and Assistant Director of Student Activities or duly appointed faculty member(s) of JMHS will serve as Advisors to the Board of Directors. The Advisors shall attend all Board meetings.

### **Article VIII: Committees**

Section 1. The Board of Directors may designate one or more committees as deemed necessary to promote the purposes and carry on the work of the Boosters. Each committee shall consist of two or more members with at least one member appointed as a Director to the Board. The term of the committee and the Director shall be one year in concurrence with the fiscal year of the Boosters.

Section 2. The Director of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 3. The President shall be a member ex officio of all committees.

### **Article IX: Amendments**

Section 1. Manner of Amending. These bylaws may be altered, amended, repealed, or added to by the affirmative vote of a majority of the members present and entitled to vote provided that

notice of the meeting be publicized at least 30 days in advance using a publicity method accessible by all members.

#### **Article X: Waiver of Notice**

Section 1. Authority to Waive Notice. Any notice of a meeting or action required under the provisions of these Bylaws or of any statute may be waived in writing by a member or Director.

#### **Article XI. Dissolution**

Section 1. In the event of dissolution of The Boosters, all net assets shall become property of the James Madison High School Athletic Department.

Date of Bylaw Approval: *November 21, 2016*

*Nancy J. Socher*  
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President  
*Loren Helander*  
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Secretary  
*ET Zylman*  
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Treasurer