

BYLAWS  
OF  
STOCKBRIDGE BOOSTER CLUB, INC.  
a Wisconsin Nonstock Corporation  
(Adopted September 2019)

**I. Name.**

The name of the corporation shall be Stockbridge Booster Club, Inc.

**II. Purpose.**

The corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of the corporation is to:

- a. Support Stockbridge School District athletic, academic, student life, and extracurricular programs that are associated with the Stockbridge School District.
- b. Promote sportsmanship, equity, discipline, goal-setting, physical fitness, and a rich, diverse student experience.
- c. Encourage students, parents, alumni, staff and the community to get involved in athletic programs, school and community activities, either as an active participant, volunteer, spectator or donor.
- d. Support and promote initiatives that strengthen relationships among students, families, staff, and community members; and promote good will and school spirit.
- e. Support and promote fundraisers for athletic, educational, and extracurricular programs, and academic and student life enrichment.
- f. Encourage academic achievements, volunteerism and sportsmanship through scholarships

**III. Members.**

- A. **Voting members.** Voting members shall have all privileges of membership and shall each be entitled to one vote for the election of officer positions. Proxy voting shall not be permitted. Any person sincerely interested in active participation to attain the objective of the corporation is eligible to be a member.
  - i. Members of the organization will be any individual who agrees to be an active participant or any parent who has student(s) attending the Stockbridge School District. Members will volunteer and support the organization in its purpose, who is at least 18 years of age, and is not a current student of the Stockbridge School District except for the of the Student Communications Director.
  - ii. Each member shall be entitled to one vote for the election of officer positions.
  - iii. Volunteering for specific activities will be expected of all members. Members should realize they represent the Stockbridge School District in their capacity as boosters and fans and their support of school extra-curricular activities is important.
- B. **Removal of members.** Upon a recommendation by a vote of a majority of the board of directors, an individual may be removed by a vote of two-thirds of all members of the board of directors (notwithstanding whether all directors are present at a meeting to vote on such removal).
- C. **Meetings of members.**
  1. **Annual meeting.** In each calendar year, an annual meeting of members shall be held during the month of March. The board of directors shall give at least 30 days written notice of an annual meeting to each member.
  2. **Special meetings.** Special meetings of members may be called by the president, by a majority of the board of directors, or by a written request signed by five percent of the voting members. Special meetings shall be on twenty four hour written notice, which shall describe generally the business to be transacted at the meeting.
  3. **Place of meetings.** All meetings of members shall be held within the State of Wisconsin.

4. **Voting.** Voting shall be by voting members present at a meeting. Proxy voting shall not be allowed.
5. **Procedure.** Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.
6. **Adjournment.** Meetings may be adjourned from time to time without further notice.

#### **IV. Directors.**

**A. Number.** The management of the corporation shall be vested in a board of directors consisting of no more than eleven (11) persons.

**B. Powers of directors.** Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.

**C. Term.** The term of each director shall be two (2) years. Terms of directors shall be staggered.

**D. Election.** They will consist of President, Vice President, Secretary, Treasurer. The officers shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

**E. Vacancies.** In the event of a vacancy on the board due to death or resignation, the president shall appoint a successor to fill the vacancy for the remainder of the term for that position.

#### **F. Meetings of directors.**

1. **Annual meeting.** There shall be an annual meeting of directors held during the month of March during each calendar year immediately following the meeting of members. The board of directors shall give at least 30 days written notice of the annual meeting at the same time notice is given of the annual membership meeting.
2. **Regular meetings.** At its annual meeting, the board shall set a schedule of regular board meetings for the period until the next annual meeting. A single written notice of regular board meetings will be given to all directors within 10 days following the annual directors' meeting. No further notice of regular directors' meetings shall be required.
3. **Special meetings.** Special meetings of directors may be called by the president or by any director. Special meetings shall be on five days written notice, which shall describe generally the business to be transacted at the meeting.
4. **Place of meetings.** All meetings of directors shall be held within the State of Wisconsin.
5. **Voting.** Voting shall be by directors present at the meeting. Proxy voting shall not be allowed.
6. **Procedure.** Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of directors present and voting.
7. **Alternate voting procedures.** Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.

**G. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of out of pocket expenses as approved by the board of directors.

**H. Indemnification.** Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

**I. Committees.** The board of directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.

#### **V. Officers.**

**A. In General.** The officers of the corporation shall consist of a president, vice president, secretary, and treasurer.

**B. Election and terms.** Election of officers shall take place at the annual meeting of members. Each voting member may cast one vote for each officer position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

An officer may be removed by a two-thirds vote of the board at any time.

The terms for each officer position shall be two (2) years. The President and Treasurer shall be elected in odd number years; the Vice-President and Secretary shall be elected in even number years.

**C. Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

1. **President.** The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors and members.
2. **Vice president.** The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.
3. **Secretary.** The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors and members.
4. **Treasurer.** The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president, board of directors, and members on the financial status of the corporation.

The duties of the Treasurer shall include but not be limited to the following:

- a) Verify and pay invoices received.
- b) Prepare/submit monthly, quarterly and annual tax forms to the state of Wisconsin as required.
- c) Maintain the tax-exempt status records
- d) Verify checkbook/savings statements
- e) Prepare the annual year-end statement for the corporation
- f) Check the mail regularly
- g) Attend all meetings of the corporation

**D.** One person may hold not more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

**E.** All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

## **VI. Miscellaneous.**

**A. Fiscal year.** The fiscal year of the corporation shall end on last day of February.

**B.** In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell assign, or pledge securities.

**C.** Whenever these bylaws require written notice to members, such notice shall be mailed to each member by regular first-class mail to the member's address as shown on the records of the corporation. Whenever these bylaws require written notice to directors, such notice shall be mailed to each director by certified mail, return receipt requested, to the director's address as shown on the records of the corporation. Each member and director shall be responsible for advising the corporation of his, her, or its current mailing address. In all cases, notice shall be deemed given on the date of mailing.

**D. Dissolution Clause:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United State Internal Revenue Law), as the Board Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **VII. Amendment.**

**A.** These bylaws may be amended by a vote of two-thirds of the members of the corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least 20 days prior to the date of the meeting.

**B.** The bylaws may also be amended by a vote of two-thirds of the entire board of directors at a duly called regular or special meeting of the board, provided that written notice of the text of any proposed amendment must be given to each director at least 10 days prior to the date of the meeting. Provided, however, that no amendment adopted by the members may be altered or repealed by the board of directors.