



**RAMBLER NATION**  
WINTHROP SPORTS BOOSTERS

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## **By-Laws**

(as amended 01/06/2022))

### ARTICLE I - ORGANIZATION NAME

This organization shall be known as Winthrop Sports Boosters, hereinafter referred to as the “Boosters”.

### ARTICLE II - PURPOSE

#### Section 1 - General

The Boosters exist for the purpose of supporting, promoting and encouraging all Winthrop High School athletic activities. Booster members work to make athletics in Winthrop both rewarding for the athletes and enjoyable for the fans. By raising funds, the Boosters will support the needs of the Winthrop High School sports teams outside of the district’s operating budget, provide scholarships for graduating seniors and encourage school spirit. The Boosters shall at all times act in a fashion consistent with the principles, policies and administrative procedures and guidelines for the Winthrop Public School District. Nothing in the By-Laws is intended to or shall be construed to conflict with the district’s rules in any way that results in any adverse effect to the Boosters, the Schools, Athletic Activities, or any student.

#### Section 2- Public Benefit Corporation

The Winthrop Sports Boosters is organized exclusively for charitable purposes, including, for such purposes, the making distributions to romanizations that qualify as exempt organizations described under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### Section 3- Distribution of Net Earnings

The Boosters are not organized for pecuniary profit. No part of its net earnings or principal shall inure to the benefit of, or be distributable to its members, officers, or directors or any other private persons. Reimbursement for expenditures or the payment of reasonable compensation for services rendered on behalf of the Winthrop Sports Boosters in accordance with the procedures set forth in these by-laws shall not be deemed to be a distribution of earnings or principal.

#### Section 5 - Dissolution

If the Boosters is dissolved or it’s legal existence terminated, either voluntarily (by a majority vote of the Booster Board and a majority vote of the general membership) or involuntarily, or upon final liquidation of the Boosters, it’s remaining assets after payment of all its liabilities and creation of a reserve for contingent liabilities, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be transferred

to Winthrop High School for equal disbursement among all the high school athletic team accounts or shall be distributed to the federal government, or to a state or local government, for public purpose.

## ARTICLE III - MEMBERSHIP

### Section 1 - Eligibility

Membership is open to all community members interested in supporting Winthrop High School athletics.

### Section 2 - Voting

A member who attends three out of the four meetings a year [(1) annual meeting, (3) season kick off meetings] will be considered in good standing. A member in good standing shall have voting rights. The names of all members in good standing shall be retained by the Secretary.

### Section 3 - Ex Officio Members

Athletic directors, school administrators, and paid coaches shall be non-voting ex-officio members of Boosters and are urged to participate.

## ARTICLE IV- GOVERNANCE/BOARD OF DIRECTORS/OFFICERS

### Section 1 - Number

The governance of the organization shall be a Board of Directors composed of at least eight (8) members elected from the membership ("Booster Board") and shall include a President, Vice President, Secretary, and Treasurer ("Executive Board").

### Section 2 - Elections

**Board of Directors:** The Board of Directors election shall take place at the Annual Meeting of the Winthrop Sports Boosters held prior to June 30th of each year or as near thereto as possible. All voting members are eligible to join the Booster Board of Directors. The slate of the proposed Booster Board should be presented to the membership at least fourteen (14) days prior to the Annual Meeting. The full slate of the Booster Board shall be presented and voted upon at the Annual Meeting. Each member of the Board of Directors shall be elected annually by the members in good standing. They may only serve for a term of two (2) years, without limitations on the number of terms that may be served.

**Officers:** Following the election of the Booster Board, there shall be a vote, in the following order, to elect the Executive Board and officers consisting of a President, Vice President, Secretary, and Treasurer from the Booster Board membership. The Executive Board can determine if other officer positions are deemed necessary. An officer shall not be eligible to serve more than 2 consecutive years in the same office unless unanimously approved by the Booster Board.

### Section 3 - Voting

The election of the officers shall be made by a show of hands when the candidate is running unopposed. Voting shall be by secret written ballot, organized by the current Executive Board, if two or more candidates seek the same officer position. The Executive Board may forgo the secret ballot and call for election by a show of hands if the current President deems the Booster Board members are in favor of such a procedure.

## Section 4- Commencement of Duties

The duties of the newly elected officers/directors shall commence on July 1 and end on June 30th of the year the terms expires.

## Section 5 - Removal

A Booster Board member, including a member of the Executive Board, may be removed at any time for good cause. "Good Cause" for removal of an officer or director includes, but is not limited to, the unexcused absences from three (3) consecutive meetings; willful neglect of his/her duties; fraud; misuse of booster funds; accepting compensation or other things of value based upon their Booster Board position; conflicts of interests not approved by the Executive Board; or other appearances of impropriety that are determined by the Executive Board to reflect negatively on the Boosters. If this circumstance were to arise, the Executive Board or a majority of the Booster Board members may call an emergency meeting of the Booster Board to discuss the removal of the Booster Board member. The meeting notice shall state that the removal of the Booster Board member is on the agenda; and the Booster Board member subject to removal may attend to explain why he or she should not be removed. At the meeting, the Executive Board shall consider all possible arrangements for resolving the issue that are of mutual interest to the Booster Board and the Booster Board member subject to removal. If the matter is not resolved in this manner, then the Executive Board may remove the Booster Board member subject to confirmation of the removal by the affirmative vote of a majority of the Booster Board members. If confirmed, the Booster Board member shall no longer be considered a Booster Board member of the Winthrop Sports Boosters.

## Section 6 - Vacancies

Any Director or Officer who resigns, has three (3) unexcused absences from Board meetings per fiscal year (July 1 to June 30) as determined by the Board, or becomes ineligible for membership on the Board will be replaced by appointment. The president, with the approval of the Executive Board, shall appoint someone to fill the vacancy for the remainder of the term. Should the president's position be vacated, refer to Article V, Section 4.

## ARTICLE V - DUTIES OF BOARD MEMBERS, EXECUTIVE BOARD, AND OFFICERS

### Section 1 - Booster Board Members

Members of the Booster Board shall transact necessary daily business and operations in conjunction with the Winthrop High School Athletic Director and in accordance with these By-Laws and Winthrop Public School Districts' policies and procedures, which includes but is not limited to:

- To transact necessary business in the intervals between sport season meetings and Executive Board meetings and conduct such other business as may be referred to them by the Booster Board or it's members.
- To spend Booster funds within the limits outlined in Article V, Section 7.
- To chair standing committees
- To approve the charge of the standing committees.
- To prepare and submit for approval a budget for the fiscal year as defined as July 1 through June 30.

In addition, the Booster Board shall be involved with activities in support of the purpose of the club on behalf of the club general membership. Booster Board members are encouraged to propose ideas, activities, and programs in support of the purposes of the Boosters in order to keep the Boosters actively involved with the Winthrop High School Athletic programs. The President and the Treasurer shall be signatories on all Boosters bank accounts. Upon authority of the Executive Board, the authorized signatories may sign checks or disburse

funds individually up to \$500 in the aggregate for approved budget items and for items in support of the purposes of the Boosters organization. All checks and disbursements over the amount of \$500 outside of the approved budget require authorization by the Booster Board members.

## Section 2 - Executive Board

The Executive Board may act on behalf of the members of the Booster Board pursuant to the specific authority delegated if day to day decisions must be made in between regular Booster Board meetings. The Executive Board shall report on these decisions either electronically at the time they are made or at the next regular Booster Board meeting.

## Section 3 - President

The President shall prepare agendas and shall preside at all general membership meetings, Booster Board member meetings, Executive Board member meetings, and the Annual Meeting. The President shall perform all duties of the office; shall ensure that all decisions of the Booster Board are put into effect; shall appoint committee chairs of all committees formed; shall be an ex-officio member of all committees; and have overall leadership and management responsibility for the organization. The President shall serve as liaison between the Winthrop High School Athletic Director. The President shall sign all contracts and requests subject to the ratification of the Executive Board. The President shall be able to authorize the disbursement of funds as necessary with the approval of one other Executive Board member. The disbursement of funds shall be within good accounting practices and within the policies of the Winthrop Public School District as further described in these by-laws.

## Section 4 - Vice President

The Vice President shall act as President in the event of the President's absence, death, or incapacity and shall assume duties for the balance of the term unless the President returns or the vacancy is otherwise filled by the Executive Board. The Vice President shall also perform duties assigned by the President, assist the President in performing his/her duties, and shall implement and support the purposes of the organization.

## Section 5 - Secretary

The Secretary shall provide notices of meetings and shall keep a record of all meetings. The Secretary shall provide a copy of the minutes to Booster members or post the minutes of each meeting on the Boosters' website, if applicable. The Secretary shall maintain a copy of these by-laws, a record of all meetings, minutes, and decisions of the Executive Board, the Booster Board, and the general membership meetings for use by future board members. The Secretary shall also perform duties assigned by the President and shall implement and support the purposes of the organization.

## Section 6 - Treasurer

The Treasurer shall prepare an annual budget in coordination with the Executive Board which shall be approved by a majority vote of the Booster Board and presented to the general membership; keep an accurate record of all financial affairs; and be responsible for the club bank accounts. The Treasurer shall receive all monies due to the club and promptly deposit these funds in a financial institution approved by the Executive Board and within the policies of the Winthrop Public School District. The Treasurer shall disburse funds of the club only for the purposes approved by the club. The Treasurer may reimburse pre-approved expenditures made by Booster Board members subject to the receipt of actual proof of such expenditures. The Treasurer shall present a statement of account and profit and loss statement at all regular meetings and at other times as requested by the President or the Executive Board. The Treasurer shall prepare a full written financial report

for presentation at the Annual Meeting. A copy of this financial report, outlining income and expenditures, shall be provided to the building principal, district athletic director and the School Committee by request. The bank accounts of the Boosters may be audited by a committee approved by the President or if requested by the Executive Board. All books and records of the Boosters may be inspected for any proper purpose at a reasonable time upon the request of any Boosters member.

## Section 7 - Operations

The Board, by a single majority vote, shall have authority to spend Booster funds as detailed in the approved budget. Any Booster funds expended on items for team use must be on items that stay with the team and at no time may be personalized. The Board also has the ability to spend up to \$500 of unspecified, budgeted funds without club approval per fiscal year.

The Board also must take action on club votes that involve expenditures of club funds and has final authority on all expenditures. The president shall have discretionary authority to expend money up to \$200 for unexpected expenditures provided they obtain the concurrence of the majority of the Board.

No Booster Board member has the authority to commit the club to any financial obligation outside of the budget, except upon prior approval and the vote of the full Executive Board and the vote of the majority of the Booster Board members.

## ARTICLE VI - FINANCIAL ACCOUNTABILITY AND TRANSPARENCY

It is intended that the collection and disbursement of members' funds and that the financial activities of the club are to be conducted within good accounting practices and within the policies of the Winthrop Public School District. It is also intended that there be complete transparency as to the financial activities of the club and that any member of the Executive Board, Booster Board, and general membership shall have full and complete access to all financial activities of the club.

The Executive Board shall meet from time to time to ensure the financial accountability and transparency and if deemed necessary, it shall implement processes and procedures to support the intended goals of financial accountability and transparency. In furtherance of these objectives, the following procedures are adopted:

(a) All money raised by fund raising projects shall be conducted within the policies of the Winthrop Public School District and shall consider appropriate financial controls in the collection of the funds.

1. JJIBC - Relations With Booster Groups
2. EFE - Competitive Food Sales
3. JJI - Philosophy of Athletics
4. KF - Community Use of School Facilities/Grounds

(b) All potential conflicts of interest, including a member transaction with the club, or the payment for services by the club to anyone that is a member, shall be immediately brought to the attention of the Executive Board with a full disclosure of all relevant facts. The Executive Board upon the majority vote (not including the vote of any person involved in the potential conflict, if applicable) will determine how to handle the potential conflict of interest. If deemed necessary, any Executive Board member or Booster Board can decide to bring the situation to the attention of the Executive Board.

## ARTICLE VII - BOARD MEETINGS

All meetings shall be open to attendance by any Booster Board member, any member of the club, the coaches, the district athletic director, and the building principal and any other interested Winthrop Public School District employee, parents of students in the District or community members.

Any of the meetings outlined below may be attended by teleconference at the President's discretion.

### Section 1 - Annual Meeting

The Annual Meeting of the Boosters shall be on or about mid-June of each year. Members shall be provided with at least seven (7) days written notice of the Annual Meeting. At the Annual Meeting, all annual reports will be received and election of the new officers and directors will occur. The new officers and directors and the departing officers and directors will discuss the status of affairs and transition matters. The departing officers and directors shall transfer all books and papers in their possession and any other items belonging to the club to the new officers and directors.

### Section 2 - Season Kick Off Meetings

At the start of each sports season, preferably within the two weeks prior to the season's official start date, the Boosters will hold Season Kick Off Meetings. The purpose of these meetings is to increase general membership, inform persons present of the activities for the upcoming athletic season, establish team liaisons, and assign members to any committees relevant to the sports season. Team Liaison is an individual affiliated with an individual team that is either appointed by the team coach or volunteers to serve as a go between for the team coach and the Boosters. This person is not to be mistaken with a traditional "Team Parent". This person would stay up to date on Booster/school events happening during the season as well as coordinating concession volunteers from the team with the Boosters Concessions Director ensuring team participation. The team liaison will need to attend the appropriate Season Kick Off meeting and communicate with the board throughout the season. Members and Coaches shall be provided with at least seven (7) days written notice of each season Kick Off Meeting.

### Section 3 - Regular Meetings

Regular meetings of the Booster Board members shall be held monthly (excluding the month of the Annual meeting). These meetings are for the purpose of conducting new and ongoing business, hearing reports from standing committees as well as receiving financial reports from the treasurer. Voting on business items will occur at these meetings. When these meetings fall within the same month as a Season Kick Off Meeting, the Regular Meeting will be held beforehand to conduct monthly business.

### Section 4 - Executive Board Meetings

Regular meetings of the Executive Board shall be held as deemed necessary by the President or members of the Executive Board. A majority of the Executive Board members shall constitute a quorum. Officers may not vote by proxy. Actions shall be based upon the majority vote of the Executive Board members. If it is not possible to obtain a quorum, the actions taken by the Executive Board members in attendance shall be subject to ratification by the full Executive Board and the majority vote of the Booster Board membership.

### Section 5- Conduct of Meetings

All meetings shall be conducted in accordance with Robert's Rule of Order or similar rules of procedure.

### Section 6 - Location

All meetings shall be held at a public location used by Winthrop Public Schools, preferably on the campus of the Winthrop High School.

#### Section 7 - Quorum

Any action taken at these meetings shall be based upon a majority vote of the Executive Board and a majority vote of the Directors. A quorum shall consist of at least two (2) members of the Executive Board and at least two (2) members of the Booster Board of Directors. Officers and Directors may not vote by proxy. If it is not possible to obtain a quorum, the actions taken by the Executive Board and Booster Board of Directors in attendance shall be subject to ratification by the majority vote of the Executive Board and the majority vote of the Booster Board of Directors.

#### Section 8 - Action by Unanimous Written Consent

Any action that needs be taken outside of a regular meeting and must be decided on before the next scheduled regular meeting, may be taken without a meeting if all of the Directors and Officers sign written consent setting forth the action taken or being taken, at any time before or after the intended effective date of such action.

### ARTICLE VIII - STANDING AND SPECIAL COMMITTEES

The Executive Board may create standing and special committees as well as ad hoc committees deemed necessary to promote the purposes of and to carry on the work of the club. The President shall appoint a chairperson of each committee and that person shall serve as chairperson for one (1) year or until the appointment of a successor. Typical committees may include, but not be limited to;

1. Fundraising Committee
  - a. Concessions
  - b. Fan Gear
  - c. Golf Tournament
2. Senior Scholarship Committee
3. School Spirit Committee
  - a. Homecoming
  - b. Playoffs
  - c. Award Banquets

### ARTICLE IX - PROPERTY RIGHTS

Membership in this club shall not vest any of the members with any title, property rights, or rights having monetary value of any kind whatsoever, including, but not limited to, property rights in the school, the school name and logos, or in the club.

### ARTICLE X - AMENDMENTS

These by-laws shall be approved by a meeting of the general membership of the club and a majority hand vote of members in attendance at the meeting, subject to the ratification procedures set forth above. Amendments to these by-laws may only be made by written recommendations made to the Executive Board, who will then present the recommended changes to the Booster Board. Upon approval of a majority of the Booster Board, the amendment to the by-laws shall be presented in writing to the general membership and the by-laws may be amended by a majority vote of the members present at any general membership meetings, subject to the ratification procedures set forth above.

## ARTICLE XI - RELATIONSHIP WITH THE SCHOOL AND ATHLETIC DEPARTMENT

The Winthrop Sports Boosters shall operate in full support of the school, its administrators, the athletic director, the athletic department, and the coaches. At no time shall the club make recommendations or become directly involved in the day to day operations of the school athletic programs. The club serves only to support and facilitate the Winthrop Athletic programs and has no role in deciding the direction of policy established by the building and district athletic director and the building principal.

## ARTICLE XII - INDEMNIFICATION/INSURANCE

Each person who acts as an Officer, Booster Board member, general member, or volunteer under the direction of a Booster Board member shall be indemnified by the Boosters for expenses actually and necessarily incurred on behalf the club and in the defense of any action, suit or proceeding in which he or she may be made a party solely by reason of his or her having been an officer, Booster Board member, general member, or volunteer of the Boosters; except to the extent that such involvement is a result of the negligence or willful misconduct of such individual or the individual was acting outside the scope of his or her responsibilities. In support of this indemnification, the Winthrop Public School District's general liability insurance policy covers the above individuals that are serving as an officer, Booster Board member, general member or volunteer as described above.

Effective this 13th day of October, 2021. These by-laws shall replace any previously issued and authorized by laws of the Winthrop Sports Boosters.

Approved 6-0 10/13/2021

Approved 7-0 01/06/2022