

CLAWS UP BOOSTERS, Inc.
BYLAWS

ARTICLE 1: NAME

The name of the organization will be the CLAWS UP BOOSTERS, INC.

ARTICLE 2: OBJECTIVE, MISSION, FUNCTION

Section 1. Objective

The primary objective of the CLAWS UP BOOSTERS, INC. (Boosters) will be support of the Shreveport Mudbugs team and support the interest of youth ice hockey leagues in the Shreveport/Bossier area.

Section 2. Mission Statement

"We will endeavor to create community awareness of the Shreveport Mudbugs and youth ice hockey, stimulate community involvement, and support the Shreveport Mudbugs organization. Live to Love & Love to Live"

Section 3. Organization

This is a charitable organization which at all times will operate for charitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code and under LA R.S. 12:201

The organization will not take any course of action or participate in any events or activities that do not further the mission, that are prohibited by the laws of Louisiana, or that are inconsistent with the requirements for an exemption under Section 501(c)(7) of the Internal Revenue Code

The corporation is organized on a non-stock basis.

The corporation will operate on a calendar year, January 1 – December 31 for tax filing purposes.

ARTICLE 3: MEMBERSHIP

Section 1. Eligibility Requirements

Any adult person who is twenty-one (21) years old or older shall be eligible for membership in the organization and shall become a member upon completion of the Membership Application Form and payment in full of the annual dues.

Section 2. Membership

The membership year for renewal purposes shall run June 1 through May 31 annually, to give the Membership Chairperson a proper opportunity to collect renewals before the season begins.

Membership dues shall not be prorated, regardless of the date an individual joins.

Annual membership dues for any individual twenty-one (21) years of age or older shall be determined by the Board of Directors payable to the organization.

ARTICLE 4: ELECTED OFFICERS AND EXECUTIVE BOARD

Section 1. Elected Officers and Board of Directors

The Elected Officers will consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Immediate Past President.

The **Board of Directors** will consist of the Elected Officers defined in this Article of these Bylaws plus other elected Board members from the membership. All members of the Board of Directors are required to attend all Board Meetings, unless they have a valid reason for an absence, have notified the President or the Secretary prior to the meeting.

Additionally, the Officers will perform their duties as described in Article 4, Section 2 of the Bylaws. There shall be no less than seven (7) nor more than fifteen (15) members of the Board of Directors so long as there is an odd number providing a voting tie breaker is required. The term of each Board member and officer is two (2) years, or longer at the pleasure of the Board and acceptance of the additional term by the elected individual member.

Section 2: Duties of the Board of Directors.

The Board shall be responsible for the operation and management of the Boosters. The Board will consider the expressed wishes of the members, direct the policies and activities of the Boosters, and represent the Boosters in activities. The Board will have primary authority regarding Booster sponsored events not covered by the Bylaws.

The Board shall have the authority to combine officer's positions and duties as needed.

- A. **President** - The President will attend all meetings, both General Membership and Board Meetings. The President will ensure that all committees function in accordance with the best interests of the Boosters, and will set the agendas, together with Recording Secretary for all Board Meetings and all General Membership Meetings.
- B. **Vice-President** - The Vice-President will attend all meetings, will assist the President in all functions, will perform the duties of the President in his/her absence, and will preside over any meetings that the President is unable to attend. The Vice-President's responsibilities will include arranging programs for the General Membership Meetings and procurement of the General Membership Meeting facilities.
- C. **Recording Secretary** - The Recording Secretary will attend all meetings and keep written minutes of those meetings. The Recording Secretary is responsible for maintaining files of all minutes and other records of the Boosters with the exception of financial statements, bank statements, check registers, and correspondence. The Recording Secretary will preside over any meeting which the President and Vice-President are unable to attend. A copy of the minutes will be available to all members at General Membership Meetings. Verbal minutes are not acceptable. The Recording Secretary will also set the agenda for all Board Meetings and General Membership Meetings with the President.
- D. **Corresponding Secretary**-The Corresponding Secretary will attend all meetings and will be responsible for preparing, processing and maintaining a file of all correspondence. The Corresponding Secretary will preside over any meetings which the President, Vice-President and Recording Secretary are unable to attend and will perform additional functions as required by the President.

The Corresponding Secretary will also contact each new Mudbugs Player, Coach, Trainer and Equipment Manager to inform them how they can access information they may need electronically.

The Corresponding Secretary will also be responsible for contacting all members when requested by any Officer or Committee Chairperson, checking with Mudbugs' office for communication, informing members of upcoming events, meeting dates, times, etc., and contacting anyone who has left a message and needs to be contacted. All correspondence shall be via electronic communication, either social media, email, text, etc.

- E. **Treasurer** - The Treasurer will attend all meetings and will keep an accurate and detailed accounting of all financial transactions for the Boosters. These shall include the following:
1. All funds generated on behalf of the Boosters will be given to the Treasurer or his/her assistant, and should be deposited within five (5) working days. Deposits may only be made by the Treasurer or his/her assistant. An assistant may be selected and appointed by the Board.
 2. All checks over \$500 will be required to have two signatures, which will consist of the Treasurer, the assistant and/or any of the Elected Officers.
 3. Maintain all accounting records for the Boosters. Accounting records may be examined at any time; however, an annual examination prior to the last regular meeting of the fiscal year is required.

The Treasurer will preside over any meetings which the President, Vice-President, Recording Secretary and Corresponding Secretary are unable to attend. The Treasurer will perform additional duties as required by the President. The Treasurer will submit a written copy of the Treasurer's Report at all General Membership Meetings, with a copy being available to each member present.

- F. **Immediate Past President** - Advisor to the Executive Board by adding knowledge of past projects and procedures and maintains continuity from one board to the next. Will attend all meetings.

Section 3: Election of Officers

The election of officers will be at the regularly scheduled Board of Directors Meeting to be held in May of each year. Officers will be elected by a majority vote of the qualified Board Members present. The new officers will serve from June 1 through May 31 of the following year for a term of 2 years.

Section 4: Qualifications of Elected Officers

Any adult, active member of the Board of Directors is eligible for nomination for an Executive Office.

Section 5: Election of Board of Directors

The election of board of directors will be at the scheduled General Membership Meeting to be held in May of each year. Board Members nominated by current Board of Directors and will be elected by a majority vote of the qualified Regular Members present. The new board members will serve from June 1 through May 31 of the following year for a term of 2 years.

Section 6: Qualifications of Elected Board of Directors

Any adult, active regular member is eligible for nomination by the Board of Directors for a Board of Director position.

Section 7: Compensation of Elected Board of Directors

No part of the earnings or assets shall be distributed to any officer, director or private individual except for reasonable, prior approved reimbursement or reasonable expenses incurred during the rendering of services to the organization in furtherance of its purpose.

ARTICLE 5: OFFICER VACANCIES, DISCIPLINARY ACTION & REMOVAL

Section 1: President

In the case of a vacancy created by the removal, non-membership or resignation, the remaining term of the President will be filled by the elevation of the Vice-President.

Section 2: Other Officers

In the case of a vacancy created by the removal, non-membership or resignation of any Elected Officer, with the exception of the President, the Board will appoint a qualified member to fill the remaining term of such officer.

Section 3: Disciplinary Action/Impeachment

Any Elected Officer or Appointed Chairperson may be impeached by a two-thirds (2/3) majority vote of the Board for failure to satisfactorily carry out the duties of his/her office, as defined by these By-Laws. Elected Officers may only be removed after a majority vote of the Board.

ARTICLE 6: MEETINGS

Section 1: Meeting Times

General Membership Meetings: The general membership shall meet as needed set by the Board of Directors.

Executive Board Meetings: The Board of Directors meetings will be held monthly in order to carry out their duties.

ARTICLE 7: COMMITTEES

Section 1: Committee Chairpersons and Committee Members.

Committees, Chairpersons and members will be formed, dissolved, re-organized, combined and appointed by and at the pleasure of the Board of Directors as needed. Chairpersons and members will serve on a voluntary basis. Any chairperson or member who is not satisfactorily carrying out his/her duties or responsibilities may be relieved by a majority vote of the Board of Directors.

Committee chairpersons and committee members shall serve from June 1 through May 31 of the following year.

Chairpersons must present a budget to the board to be approved before any expenditures are made. The Chairperson may request and receive a reasonable advance for expenses related to carrying out the duties of their committee, upon prior approval by the Board. The Committee Chairperson shall present an itemized account of expenses, including a refund of all unused funds granted to them within 10 days after the event.

Each Committee Chairperson will record written minutes of each meeting. These minutes shall be sent via email to the board within ten (10) days of the meeting. At the end of each year, if the Chairperson's term is completed, that Committee Chairperson will be required to provide all records and materials used to perform their duties to the incoming Committee Chairperson and the Board. Each Chairperson will present a written yearly report to the President. All Booster owned property will be turned in to the Vice President after any term has been completed.

Section 2: Committees, Responsibilities and Duties

- A. **Event** - plan and coordinate all entertainment/social functions.
- B. **Fundraising** - plan and execute all fundraising events and merchandising opportunities. It shall furnish all pertinent information regarding events and merchandising to the Correspondence Secretary and the Social Media Committee Chairperson.
- C. **Membership** -
 - a. Collect dues.
 - b. Maintain accurate membership records
 - c. Provide each new member a New Member Packet, including but not limited to a Welcome Email, a list of committees and Committee Volunteer Form, current Booster information, access information to Social Media Groups and By-laws electronically, a list of Board Members and Committee Chairpersons, and any other information deemed pertinent.
 - d. Recruit new members and promote membership in organization.
- D. **Social Media** – contact members as needed via electronic correspondence. Social Media posts will be produced as needed, for example: to keep the

- Members informed of meetings and future social and fundraising events.
- E. **Hospitality** - provide food as needed for Mudbug team members after games, on road trips, on the bus, in the locker room, and coordinate providing food as needed for the visiting teams following a game.
- F. **Tailgate Parties** - set up a place at weekend home games at least once a month for the tailgate parties and arranging any activities for the parties. Everyone who attends will provide food or a collection will be taken to assist in food preparations.
- G. **Bylaws** – Periodically review bylaws and make written recommendations to the Board of Directors

Section 3: Reporting

Each Committee Chairperson shall make a written report on their respective program and activities at each Board Meeting via email to the Recording Secretary.

ARTICLE 8: AMENDMENTS

The Bylaws will be reviewed annually and will be amended as needed. Any member of the organization may suggest amendments which must be submitted in writing to the Recording Secretary. They will first be reviewed by and voted on by the Board.

ARTICLE 9: CONDUCT

Any member displaying unethical conduct will be subject to such disciplinary action as may be considered by the Board.

ARTICLE 10: EXPENSES

The Board must approve any expense.

ARTICLE 11: PARLIMENTARY PROCEDURES

Section 1. Quorum

A Quorum shall be the majority of the members who must be present at a duly-called meeting to legally transact business.

Section 2. Voting

A Majority vote is more than half the votes. Majority vote rules for approval of an action or choice.

A 2/3 vote is needed to change an already agreed upon action.

Section 3. Proxy

A proxy may be given to another voting member in writing to cast a vote on another's behalf.

Section 4. General Consent

The President may initiate this method of informal agreement by which action is taken without a formal vote or without a motion to dispose of routine business.

Section 5. Electronic Meeting

The President may call an electronic "meeting" to conduct special business or vote on special issues when an "in person" meeting is not possible.

ARTICLE 12: INDEMNIFICATION

Section 1. Indemnification

The organization shall indemnify its Board of Directors, officers, employees, agents or volunteers in accordance with the statutes and laws applicable to Louisiana nonprofit organizations against expenses, judgments, fines and/or amounts in settlements incurred by them in connection with any actions or suits brought or threatened against them while serving in the capacity of a Director, officer, employee, agent or volunteer, to the fullest extent provided by law.

Section 2. Authorization of Indemnification

Indemnification shall be made unless it is determined that such member of the Board of Directors, officers, employees, agents or volunteers did not act in a manner reasonably believed to be not in the best interest of the organization. Such determination shall be made by a majority vote of a quorum of Directors who are not parties to such action or suit.

ARTICLE 13: CONTRACTS, LOANS

Section 1. Contracts

The Board of Directors may authorize an officer or agent of the organization to enter into and execute contracts to be acknowledged in the name of and on behalf of the organization as authorized by a resolution of the Board of Directors. Such authority may be in general or confined to specific instances.

Section 2. Loans

The Board of Directors may authorize an officer or agent of the organization to enter into and execute loans or indebtedness in the name of and on behalf of the organization as authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

ARTICLE 14: RULES OF ORDER AND GOVERNANCE

Section 1. Rules

Robert's Rules shall govern the proceedings except where these rules may conflict with these Bylaws or applicable law.

Section 2. Governance

Any matters not covered by these Bylaws or Articles of Incorporation shall be governed by the provisions of the Louisiana Nonprofit Corporation Law.

ARTICLE 15: DISPUTE OR CONTEST

In the unlikely event that a dispute or contest occurs from the interpretation of these Bylaws, it will be handled by the Bylaws Committee, with Robert's Rules being used as a reference for guidance in resolving the dispute or contest. A recommendation will be made to the Board of Directors.

ARTICLE 16: DISSOLUTION

This corporation may be dissolved and liquidated voluntarily upon a two-thirds majority vote of the Board.

The movable assets of the corporation will be liquidated under the supervision and instruction of the Board. All outstanding debts and taxes owed by the corporation must be paid before any

distribution of assets. The net assets will then be distributed to one or more exempt purposes within the meaning of Section 501(c)(7).

Any and all dissolution actions by this corporation will be performed under Louisiana Revised Statute, Title 12, Corporation Law, and according to guidelines established by the Internal Revenue Service.

Adopted 03-21-2020