

Octorara High School Baseball Boosters Inc.

Articles of Incorporation and Bylaws

Established October 2023

Article I: Identification

1.1 Name: The name of the organization shall be the Octorara High School Baseball Boosters Inc.

501 (c) (3): Octorara High School Baseball Boosters Inc is organized exclusively for charitable purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Octorara High School Baseball Boosters Inc operates as a non-profit High School Boosters club who provides support for a sports team. No part of the net earnings of this organization shall ensure to the benefit of, or be distributable to, its members, trustee, officers, or other private persons, except that the corporation shall be authorized an empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article II: Purpose

2.1 The purpose of the club shall be to enhance and support the Octorara High School and Octorara Junior High School Baseball teams and its coaches.

Article III: Membership

Membership Terms: Any person or persons who is a parent/guardian or community member who chooses to support an extra or co-curricular activity.

Article IV: Meetings of Members

4.1 The Fiscal Year of the Boosters shall begin in or around January of each operating year. Annual Business Meeting and Fiscal Year: An annual business meeting of the membership club shall be held at some point prior to February 15th, at such a time and place as the Officers (Board Members) of the boosters may determine.

4.2 Meetings: The meetings of the club will be held as needed. Meetings of the members may be called at any time, by the members with five days' written notice to all members. If possible, meeting minutes should be sent via email to all members within seven (7) days of meetings. Notification of meetings may be posted on social media or a club website.

4.3 Quorum: All matters will be decided by a vote of the majority Board and members present if members have met meeting attendance requirements.

4.4 Presiding Officer: The President/Co-President, or in his or her absence, the Vice President, Secretary or Treasurer, in that order named, shall preside as Chairperson at all meetings of members. In the absence of said officers, the Chairperson of the meeting shall be selected by a majority of the regular members present.

4.5 Voting Eligibility: Every member of the club shall be entitled to one vote on any matter of the Clubs business to be acted upon by a vote of the membership. In order to be considered a member of the Octorara High School Baseball Boosters Inc., a "person" must have attended at least 2 meetings in the previous calendar year. See Article X for any exceptions.

4.6 Voting Ties: In the event of a tie vote amongst the board members, a vote will be had by the community to resolve the decision.

4.7 Financial Voting Thresholds

- \$0.00-\$500.00 – In order to allow expedited funds for baseball related items, the treasurer and one other member may agree on the utilization/disbursement of funds up to this level.
- \$500.01-2,500.00 - Board members (officers) can utilize/disburse funds within this range as necessary assuming a majority vote amongst all board members (officers).
- \$2,500.01 and up - All disbursements over this amount must be discussed and presented at our monthly meetings and voted on/approved by all members.

Article V: Elections and Balloting

5.1 Elections: Elections of the officers shall be conducted prior to December 31st or the expiration of the fiscal year. They shall be elected by the members present in person: each being entitled to only one vote, a majority of the votes cast being necessary for an election. Should it be necessary, there will be another election after the team has been chosen to fill any vacant positions.

- (a) Tie Votes: In the event a tie occurs during an election, with two or more candidates for the same office receiving the same number of votes, they may share the position if both parties agree. If not in agreement successive balloting shall be conducted until one candidate receives a plurality of votes cast.

5.2 Officers: Members shall at their May meeting, elect the following officers: President, Vice President, Secretary, Treasurer, Events Coordinator and Operations Coordinator.

5.3 Non-Officer – Advisory Roles/Committees: As needed on an annual basis the officers will select a Non-Office – Advisory Roles from either its active members or the community. These members will be selected for a specific role or purpose. In most instances these “roles” will be made up of members that are part of a “baseball program” that impacts the future of the High School Baseball Program (i.e. Little League, Cal Ripken, Travel Baseball, etc...). These Non-Office roles can also include a committee set up to assist the officers in day-to-day items (i.e. Events, Fundraising, Sponsors, etc...). There is no limit to the number of Advisory Roles/Committees, however the Officers of Octorara High School Baseball Boosters reserve the right to limit or remove these positions at any time.

5.4 Election Term of Office: All elected Officers shall be chosen as provided in Article V of these Bylaws. Each officer elected shall serve for a term of one (1) year.

5.5 Resignation: If a Board member needs to resign, a resignation letter must be given to the board. It is suggested that the members give one month's notice.

5.6 Removal of a Board Member: Any Board member determined to be not fulfilling the duties of their elected office, in good faith and of violating laws of the commonwealth as it pertains to fiduciary responsibility will be subject to removal of an office. Instances of removal will be subject to Board review and the general members will be advised of such action.

Article VI: Duties of the Officers

6.1 The President: The President shall be the chief executive officer of the club. He/She shall serve as the presiding officer at meetings. It shall be the responsibility of the President to establish committees and appoint chairpersons to carry out the business of the club. All questions, concerns, or complaints of any kind shall be directed to the President and/or Vice-President to ensure continuity and single lines of communication. They will in turn notify the Board in a timely manner of said

complaints, questions, or concerns from members of non-members. The president shall also be responsible for the delegation of activities and roles not specifically outlined below i.e., website management.

6.2 Vice President: The Vice President shall assume the responsibility of overseeing the programs established by the membership. The Vice President will perform duties at the request of the President as determined. The Vice President shall have the duties and exercise the powers of the President in his or her absence or incapacity. The Vice President shall handle all inquiries from parent(s)/guardian(s) as it relates to board operations. The Vice President shall coordinate the organization of fundraisers. Additionally, the Vice President shall maintain the website.

6.3 Secretary: The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the club. They are responsible for submitting correspondence and notifying members of meetings. They shall also perform such other duties as the President requests such as record keeping. Additionally, the secretary will be responsible for all communications to the community members, including but not limited, email and social media.

6.4 Treasurer: The Treasurer shall be responsible for the financial affairs of the club. This responsibility shall include the preparation, interpretation, and dissemination of the periodic financial reports to the officers and members of the Club. As well as collecting and receiving all monies due or belonging to the club. They shall deposit all funds in a bank designated by the club, in the name of the club. The treasurer along with the other board members shall coordinate the organization of the sponsorship program.

6.5 Operations Coordinator: Serves as a liaison with other organizations as necessary. Responsible for all field management items as it pertains to boosters. Additionally, the operations coordinator will be responsible for equipment and clothing orders.

6.6 Event Coordinator: The event coordinator will be responsible for the planning of all team/community events. They shall organization all volunteers, donations, etc... for said events. Additionally, the event coordinator will be responsible for the budget management of these events.

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6.8 Delegation of Authority: In the case of absence or inability of any officer to perform their duties, the other officers may delegate the powers or duties of such officer to any other officer or interested member.

Article VII: Parliamentary Procedure

Robert's Rules of Order shall govern all parliamentary procedures unless otherwise specified in the Bylaws.

Article VIII: Dissolution

In the event of the dissolution of this club, all of its assets shall be turned over to the Octorara High School Baseball Student Account.

Article IX: Amendment or Revision of Bylaws

These Bylaws are to be reviewed/revised at least every two years. The Bylaws may be amended or revised by ballot by a two-thirds affirmative vote of valid ballots cast by the membership present. Any intended revisions shall be committed to the membership in writing prior to the intended vote.

Article X: 2023 Voting Amendment/Exception

Considering the changes to voting are taking place prior to the 2024 Vote for new board members (officers), the by-laws will allow a onetime exception (Article X) to the “attendance” rule under Article IV. The two-meeting attendance rule will be waived for the “election of officers” meeting in November. Immediately following the voting of the officers, Article X will be terminated.