

INDIANOLA ATHLETIC BOOSTER CLUB, INC.

BYLAWS

Article I Name

The name of this non-profit corporation shall be the INDIANOLA ATHLETIC BOOSTER CLUB, INC. (hereinafter referred to as "Association"). The Association is organized in accordance with the Revised Iowa Nonprofit Corporation Act, as amended. The Association has not been formed for the making of any profit, or personal financial gain. The assets and income of the Association shall not be distributable to, or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote the Association purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the Association. This Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax. The Association shall not endorse, contribute to, or otherwise support (or oppose) a candidate for public office or a political issue up for vote.

Article II Purpose

The primary purpose for which the Association is organized is to aid and support improvements in all Indianola High School and Middle School athletic programs to include financial and money-raising projects. The objectives of the Association are to:

- Support, encourage and advance school sanctioned athletic programs and related activities of the Indianola Community School District (herein referred to as "ICSD") and thereby cultivate clean, wholesome school spirit, promote good sportsmanship, and develop high ideals of character.
- Promote projects to improve facilities and equipment necessary to provide adequate athletic programs for the ICSD.
- Not seek to influence or direct the technical activities or policies of the school administration or of the school officials who are charged with responsibility of conducting the athletic programs of the ICSD.
- Do nothing that violates federal or state laws, ICSD policies and procedures, rules of the Iowa High School Athletic Association and the Iowa Girls High School Athletic Union, or in any way jeopardize the membership of the ICSD in said athletic associations.

Article III Membership and Dues

Section 1. Classification and Qualifications

Individual and Couple Member – Any person interested in the purpose and objectives for which this Association is formed as stated in Article II shall be eligible for membership. Active members in good

standing (by paying their annual dues) shall be entitled to vote at the annual July meetings, vote for Board of Director and Executive Committee positions, and/or be elected as a director or officer of the Association.

Section 2. Admissions

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete a membership form (online or a hard copy).
 - 3. Pay required annual dues to the Association.
- B. Membership in the Association shall be conferred upon when the Association has received the required annual dues.

Section 3. Dues

- A. The dues of this Association shall be determined by the current Board of Directors each year.
- B. A member shall forfeit Association membership if dues have not been paid to the Association as required.

Article IV Association Meetings

Section 1. Regular Meeting

- A. The regular meeting of the Association shall be held each month, as determined by the Association Board of Directors.
- B. The August meeting will be for planning and committee organizational purposes for the coming fiscal year.
- C. All meetings should include a review of the minutes from the previous meeting, presentation of a current financial report, reports from the high school and middle school activity directors, reports from active committees, old and new business.
- D. At the August meeting (following the Annual meeting in July), the Treasurer will present an annual financial statement of the previous fiscal year financial condition.

Section 2. Annual Meeting

- A. The annual meeting shall be held in July for the purpose of electing Executive Committee officers and Board of Director members, receiving reports of officers and committees, and for any other business that may arise.
- B. The Association will make a reasonable effort to notify (either by paper or electronic means) within two weeks or more of a published notice of date, time, and place of the annual meeting. Each member is entitled to one vote when personally in attendance at the annual meeting of the Association.
- C. A written Treasurers report will be required at the Annual Meeting.

Section 3. Special Meeting

A special meeting may be called by the President or the Association Board of Directors and shall be called upon by three (3) members. A special meeting of members is not required to be held at a geographical location. If the meeting is held online or by another electronic communication means, the members must have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceeding, note on matters submitted to members, pose questions, and make

comments. Special meetings should be limited to, but not limited entirely to, decisions needed to be made before the next regularly scheduled meeting.

Section 4. Quorum

A quorum shall be a majority of the Board of Directors. If a quorum is represented at a meeting, any business may be transacted. The officers and directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers or directors results in a representation of less than a quorum.

In the absence of a quorum, a majority of the officers or directors may adjourn the meeting to another time without notice or may transact business accordingly with the knowledge the transact can be overridden at the next quorum meeting.

Article V Association Board of Directors and Executive Committee

Section 1. Board of Directors

The governing authority of the Association shall consist of a minimum of six (6) directors and four (4) officers (five officers if a Past-President is active; four officers if a Past-President retires or steps away). This 10-person minimum elected group is referred to as the Board of Directors and consists of the Executive Committee (officer positions) and directors (committee leaders). It is the responsibility of the Board of Directors to represent and promote all school sanctioned sports within the ICSD. The High School and Middle School Activity Directors shall be a liaison between the ICSD administration, the ICSD School Board and the Association Board of Directors.

With five officers (Past-President is active), the President only votes in the event of a tie. With four officers (Past-President is inactive and/or another officer has stepped down), the President is allowed to vote. Without a President available to cast a tie-breaking vote, a tie vote would result in the motion not passing.

Section 2. Term Guidelines

The Executive Committee and Board of Directors shall be elected annually as follows:

1. Each member of the Executive Committee must serve a one-year term.
2. Upon completion of a term, Executive Committee members may be re-elected to another one-year term.
3. Each director shall normally serve a two-year term.
4. Upon completion of a term, directors may be re-elected to another two-year term.
5. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs from a director, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of their predecessor.
6. The term of office shall begin on August 1 and continue through July 31 of the following year.

Section 3. Executive Committee

The Executive Committee shall consist of the four (4) officers of the Association (five officers if a Past-President is active) and may resolve urgent matters.

Section 4. Duties of the Executive Committee

- A. Supervise the affairs and conduct the business of the Association between meetings.
- B. Make recommendations at regular meetings.
- C. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Association.

Section 5. Association Vacancies

In case of a vacancy on the Board or one of the Executive Committee officers, the remaining members of the Board of Directors shall appoint, by simple majority vote, a person to fill the unexpired term.

Section 6. Membership

The Association Board of Directors and Executive Committee must be current members of the IABC (see Article III).

Section 7. Authority

The Association Board of Directors shall have authority to expend funds for the general good of the Association.

Section 8. Insurance

The Association Board of Directors shall secure whatever insurance coverage is deemed necessary to meet the needs of the Association.

Section 9. Gifts or Grants

Gifts or grants received by the Association, whether restricted or unrestricted, will be accepted. If a gift or grant is restricted for a special purpose, the Board of Directors must approve the expenses for which the gift or grant was given.

Section 10. Association Fiscal Year

The fiscal year of the Association shall begin on August 1 and end July 31 of each year.

Section 11. Attendance

Directors and officers are expected to attend all meetings. Excessive absences shall require that directors or officers be replaced for the good of the organization. Board of Directors and the Executive Committee are expected to attend two-thirds of the meetings or be subject to removal.

Article VI Association Officers

Section 1. Association Officers

The Officers of the Association shall be Past-President, President, Vice-President, Secretary and Treasurer.

Section 2. Term of Association Office

The officers shall be elected annually as follows:

1. It is recommended that the President shall be the Vice-President from the previous year. If the Vice-President is not available to ascent to the President's office, one shall be elected by the

Board of Directors and any members in good standing with the Association in attendance at the Annual Meeting.

2. When a new President is elected, the previous President will fulfill the role of Past-President for a minimum of one (1) year.
3. The Vice-President, Secretary and Treasurer will be elected by the Board of Directors and any members in good standing with the Association in attendance at the Annual Meeting.

Section 3. Duties

A. The President shall:

1. Preside at all meetings of the Board of Directors and its Executive Committee.
2. Personally represent the Association or appoint a delegate where representation is deemed advisable.
3. Appoint committees and committee chairpersons.
4. Effect compliance with the rules, regulations, and policies of the ICSD, Board of Education and the Activity Department.
5. Sign with Vice-President, Secretary or Treasurer all contracts in name of the Association.
6. Be bonded as prescribed by the Board of Directors.

B. The Past-President shall:

1. Serve a minimum of one-year under the newly elected President to assist with the leadership transition.
2. Chair the Nominating Committee (See Article VII, Section 1).

C. The Vice-President shall:

1. Have such powers and perform such duties as may be delegated to the Vice President by the President.
2. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President and shall assist the office in the discharge of its leadership duties.
3. Sign with President, Secretary, or Treasurer all contracts in name of the Association.

D. The Secretary shall:

1. Notify the Board of Directors and members of scheduled meetings.
2. Keep the minutes of all meetings of the Board of Directors and Executive Meetings.
3. Keep such other records as directed by the Board of Directors.
4. Sign with President, Vice-President, or Treasurer all contracts in name of the Association.
5. Perform all the duties usually incident to the office of Secretary, subject to the control of the Board of Directors.
6. In the absence of the President, Vice-President, and Treasurer, the Secretary shall perform the duties and exercise the powers of the President.
7. Keep an accurate list of the Board of Directors.

E. The Treasurer shall:

1. Keep financial records of the Association, collect dues, pay bills on approval of the Board of Director, and maintain custody of all funds and property of the Association.
2. File tax forms and any other required financial forms.
3. Submit books and records for audit when required.
4. Perform all the duties usually assigned to the office of the Treasurer subject to the control of the Board of Directors.
5. Sign with President, Vice-President, or Secretary all contracts in name of the Association.
6. Be bonded as prescribed by the Board of Directors.
7. In the absence of the President and Vice-President, they shall perform the duties and exercise the powers of the President.

8. Pay all debts of the Association after receipts or on approval by the Board of Directors.
9. All checks must be signed by the President and the Treasurer of the Association. If there is a conflict of interest between the President and Treasurer, or either officer is unavailable to sign, the board can designate another director to sign on their behalf.

Article VII Nominations and Elections

Section 1. Association Nominations

- A. The President shall appoint the Past-President and/or other members of the Board of Directors to serve as a nominating committee.
- B. The Nominating Committee shall meet during the month of May and nominate at least one (1) candidate for each office (President, Vice-President, Secretary and Treasurer), along with nominees for any open Board of Director positions. Discussion of candidates and a slate of candidates to present at the annual meeting will occur at the June meeting.
- C. The Board of Directors and any Association members shall vote, at the Annual Meeting in July to elect new Executive Committee officers and Board of Directors from the slate presented by the Nominating Committee. Voting shall be decided by a simple majority of those present. The officers and directors shall take office as of August 1. (See Article VI, Section II, Number 2 for procedures to elect officers).
- D. When a director or officer's term expires, they may be nominated to run for another term.
- E. Head coaches will be given the opportunity to recommend an individual for a Board of Director position.
- F. Nominations from the floor will be accepted at the Annual Meeting.

Article VIII Association Committees

Section 1. Committees

The chair of a committee shall be a current Board of Director. Other committee members may include non-directors or members of the Association.

There shall be the following committees:

1. Membership - Promote interest in the Association and conduct an Annual Membership campaign.
2. Budget & Finance - Meet two months prior to the Annual Meeting to establish a budget for the upcoming fiscal year. The budget shall be presented to the Board of Directors one month prior to the Annual Meeting. The budget shall be voted on and finalized at the Annual Meeting. This committee shall also examine and audit the records of the Treasurer at the close of the fiscal year.
3. Nominations - Nominate candidates for Association officers and director positions.

Additional committees may and will be appointed by the President whenever deemed necessary, subject to the approval of the Board of Directors.

Article IX Finances

Section 1. President Authority

The President of the Association shall have the authority to authorize expenditures up to five hundred dollars (\$500) each month from the Association's general funds when it is not feasible to call a special meeting of the Board of Directors. A report of these expenditures shall be given at the next regular or annual meeting.

Section 2. Funds and Property

This Association is organized as a non-profit organization per Section 501(c)(3) of the Internal Revenue Code and no member shall have any legal or equitable ownership in any of its funds or property.

Section 3. Bond

All Board of Directors and anyone that is associated with the Association shall be bonded and covered under a liability policy. IABC should also obtain Property Insurance to cover all concession stand equipment and any other items associated with concessions.

Article X Dissolution

Dissolution of the Association may occur only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Board of Directors and/or Association members. In the event of dissolution, the Association shall notify the ICSD Board of Education, in writing, indicating the reason(s) for dissolution and return all documents to the ICSD Activity Department.

In the event of dissolution of the Association, the assets shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore.
- B. All assets shall be given to the Activity Department, pursuant to Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended, of a similar or like nature to the Association, as determined by the Board of Directors.

Article XI Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the authority on all questions of procedure not specifically stated in the Article of Incorporation and Bylaws.




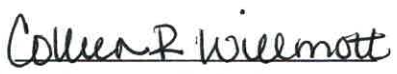

Article XII Amendments

The bylaws may be amended at any Annual Meeting of the Association by the affirmative vote of two-thirds of the Board of Directors and members in attendance of the meeting, provided that any proposed

change shall be presented for discussion and debate no later than the June meeting and that it be listed on the agenda for the Annual Meeting.

Certification

Tara Rehmeier, President of the Association, Colleen Willmott, Secretary of the Association, and the other Board of Directors listed below, certify that the foregoing is a true and correct copy of the bylaws of the Association, duly adopted by the initial Board of Directors on July 13, 2022.

Tara Rehmeier, President		Date <u>7-13-22</u>
Shawna Freeman, Past President		Date <u>7/13/22</u>
Gina Piper, Vice President		Date <u>7-13-22</u>
Colleen Willmott, Secretary		Date <u>7-13-22</u>
Rick Barnard, Treasurer		Date <u>7-13-22</u>

Others In Attendance:

