

**BYLAWS OF
KENT ISLAND HIGH SCHOOL ATHLETIC BOOSTERS, INC.
As Adopted on February 22, 2011**

ARTICLE I – NAME, LOGO, EMBLEM, COLORS

A. The name of this organization shall be Kent Island High School Athletic Boosters, Incorporated, also doing business using the abbreviated names KIHS Athletic Boosters, Inc., or KIHS Athletic Boosters, and referred to in these Bylaws as the “Boosters”.

B. The Booster’s official logo and official emblem shall be established by its Board of Directors and shall remain in effect until changed by unanimous vote of its Board. The Booster’s official colors shall be the official colors used by Kent Island High School sports teams. On the effective date of these Bylaws the official colors are: dark blue, white, silver.

ARTICLE II --PURPOSE, STATUS, AFFILIATIONS, DOMICILE

SECTION 1 PURPOSE

A. The Boosters is affiliated with Kent Island High School, located in Stevensville, Maryland, and referred to in these Bylaws as “KIHS”. Boosters is organized as a tax-exempt non-stock corporation in the state of Maryland, exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as tax exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The specific purposes for which the Boosters are organized are:

1) To raise funds, accept donations and to distribute those funds in a fair and equitable manner for educational or charitable purposes and activities in furtherance of all amateur athletic programs sponsored by Kent Island High School (hereinafter referred to as KIHS), and for athletic facilities at KIHS, and for the benefit of KIHS, all of its amateur student athletes and teams, including but not limited to:

Athletic equipment and uniforms; team camps and clinics; registration fees and course materials for coaches license courses, continuing education courses transportation costs for players, teams; recognition items for athletes; improvements, enhancements, and additions to KIHS athletic fields and facilities; merit and need based scholarships for student athletes; and other educational or charitable purposes approved by the Boosters Board of Directors and consistent with these Bylaws.

2) To provide financial support and volunteers in a fair and equitable manner to assist, and for the benefit of all KIHS sponsored amateur athletic programs and activities, KIHS athletic facilities, all KIHS amateur student athletes and teams.

- 3) To provide in a fair and equitable manner need-based financial assistance for KIHS amateur student athletes for camps, clinics, league fees, transportation, and other school approved activities that benefit KIHS amateur student athletes and teams;
- 4) To provide in a fair and equitable manner scholarships based on merit or need for KIHS amateur student athletes to help pay for costs incurred after high school graduation for college education or vocational training;
- 5) To provide in a fair and equitable manner, non cash recognition items and awards for KIHS amateur student athletes and teams;
- 6) To promote cooperation between the Boosters, the Queen Anne's County Board of Education, Parks and Recreation Department, and County Commissioners, in furtherance of KIHS athletic programs and facilities, and for the benefit of KIHS amateur student athletes and teams;
- 7) To provide financial assistance in a fair and equitable manner to reduce the cost for KIHS amateur student athletes and teams to participate in KIHS sports programs;
- 8) To establish, maintain, manage, direct and control the assets, accounts, debts, contracts, permits, investments, and obligations for the Boosters, and to assume responsibility and control of the assets, accounts, debts, contracts, permits, investments, and obligations for the Boosters predecessor organization (KIHS Buccaneers Boosters);
- 9) To accept, hold, manage, and disburse funds and other assets for the Boosters and for KIHS amateur sports teams;
- 10) For other purposes established by the Board of Directors and consistent with the mission of the Boosters as provided in this organization's Bylaws.

This Corporation is organized exclusively for charitable and educational purposes, including for such purposes to the making of distributions to organizations that qualify as tax exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2 AFFILIATIONS

The Boosters are informally affiliated with Kent Island High School, and work closely and cooperatively with the Principal and Athletic Director of Kent Island High School. The Boosters also maintain a cooperative and mutually beneficial working relationship with the Queen Anne's County Commissioners, Board of Education, Superintendent of Schools, and Parks and Recreation Department.

SECTION 3 STATUS

The Boosters shall be chartered as a non-stock, not-for-profit, tax-exempt corporation in the state of Maryland

SECTION 4 DOMICILE & OFFICIAL ADDRESS

The Booster's domicile shall be Queen Anne's County in the state of Maryland.
The Booster's address of record shall be the same as Kent Island High School:
KIHS Athletic Boosters, Inc.
900 Love Point Road
Stevensville, Maryland 21666.

ARTICLE III -- MEMBERSHIP

SECTION 1 MEMBERSHIP

A. Those eligible for membership in the Boosters shall be classified as either members or honorary members.

1) Members must apply and be approved for membership, pay an annual membership fee, and must be adults at least 18 years of age or entities. Members may vote, and may, if qualified for the office, hold office. Members typically include persons or entities who are friends or relatives of KIHS students; Boosters officers or coordinators or committee members; donors to the Boosters, sponsors of Boosters scholarships, and members of the community who are interested in the support and furtherance of KIHS, its student athletes and teams, and its athletic programs and facilities.

2) Honorary members are persons or entities designated by the Board of Directors in its sole and absolute discretion for this status. Honorary members do not apply, do not pay a membership fee, do not vote, and do not hold office or other official positions in the Boosters. Honorary membership status may be awarded to school administrators and staff, including Principals, Vice Principals, teachers, coaches and assistant coaches (paid and unpaid), trainers, substantial donors to the Boosters, and sponsors of Boosters scholarships.

B. Persons or entities desiring to become members of the Boosters shall apply for membership, shall agree to comply with the applicable Booster's Bylaws and Code of Conduct and with the Boosters Bylaws and published policies, and shall pay the required membership fee (unless waived by the Board). Applications for membership shall be reviewed and approved or disapproved by the Boosters Board of Directors, without regard to race, religion, sex, national origin, or ethnic heritage.

SECTION 2 GOOD STANDING

A. In order to participate in Booster's activities and affairs in any capacity, all members must remain in good standing by timely payment of required fees and dues and by compliance with these Bylaws, Code of Conduct for their status (if any) and published Boosters' policies.

B. In order to increase opportunities for participation in Boosters activities, and to recognize exceptional contributions to the Boosters and KIHS athletic programs or facilities, the Board may, at its sole discretion and on a case by case basis, consider factors such as need, ability to pay, volunteer service, donations and contributions to the Boosters or to KIHS athletic programs or facilities, and other circumstances.

C. After considering such factors, the Board may, at its sole discretion on a case by case basis, waive payment of membership fees or dues, or make other arrangements regarding the payment of certain fees, such as service in lieu of fee. A member's good standing shall not be affected by a waiver of fee(s) or dues, or other arrangements approved by the Board, as long as the member complies with the terms of the arrangement.

D. After considering such factors, the Board may, at its sole discretion on a case by case basis, waive payment of membership fees or dues, and may award an Honorary Membership in the Boosters to a sponsor or donor or person who has performed extraordinary service for KIHS athletics or the Boosters, for a period of time determined by the Board in its sole discretion on a case by case basis.

SECTION 3 SUSPENSION OR REVOCATION OF MEMBERSHIP

A. Membership status for members and honorary members may be suspended or revoked by the Board for violation of the Boosters Bylaws, published policies, applicable Code of Conduct, failure to maintain good standing, or as the result of a conviction for a misdemeanor or felony involving a minor, or any act of a serious nature that is contrary to the Booster's purposes or best interests, as determined by the Board in its sole and absolute discretion.

B. A declaration of loss of Good Standing, Suspension of Membership, or Revocation of Membership shall be approved by a four fifths vote of the Board. The Boosters shall not refund fee(s) or due(s) previously paid, nor contributions previously made, when membership is suspended or revoked.

SECTION 4 MEMBERSHIP SURVEYS

A. The membership shall be surveyed once each school year to obtain their opinions about the operation of the Boosters, and to solicit general comments about how to improve the Boosters. The survey form and method of returning it shall be approved by the Board before dissemination of the survey to the membership. The survey form and method of returning the form shall be designed to ensure the anonymity of the respondents. An area for write-in comments shall be provided.

B. The Secretary shall compile a report summarizing the survey results and shall distribute this report to the Board, Coordinators and committee members. A copy of this report shall be provided to any member in good standing upon request.

SECTION 5 MEMBER COMPLAINT PROCEDURES

A. When a member in good standing has a complaint about the Boosters, or a Boosters Officer, Director, Coordinator, committee member, or another member, or any aspect of a Boosters election or these Bylaws, the Boosters encourages the member to first make their

complaint known to the person that is the subject of the complaint. If this is not practical in the member's opinion, or it does not resolve the complaint to the member's satisfaction, then the member may file a written complaint by sending a letter or email to the Booster's Vice President, or if the complaint concerns the Vice President, to the President. The written complaint should contain a brief summary of the problem, any evidence related to the complaint, and a statement of the action being requested from the Board.

B. The complaint shall be forwarded by the Vice President, or if the complaint concerns the Vice President, by the President, to the Board and it shall be placed on the agenda of the next regular Board meeting. After the Board meets and considers the complaint, the Vice President, or if the complaint concerns the Vice President, the President, shall within ten (10) days send by mail or email a written response summarizing the finding(s) and action(s) taken by the Board to the member making the complaint. If the complaint is time sensitive and the President deems it appropriate to address prior to the next regularly scheduled board meeting, then, as per the bylaws, a KIHS Boosters Board Meeting may be convened for the sole purpose of addressing the complaint.

ARTICLE IV -- BOARD OF DIRECTORS

SECTION 1 BOARD OF DIRECTORS

A. The Board of Directors, hereinafter referred to as the Board, is the Booster's governing body. It shall be composed of five members who also serve as the Booster's Officers: President, Vice President, Secretary, Treasurer, KIHS Athletic Director.

B. The number of Board Officers may be increased or decreased by amending these Bylaws, provided the number of Directors shall always be odd, and shall never be less than the minimum number of directors permitted by the laws of Maryland for a non-stock, non-profit corporation.

C. The Officers shall collectively act as the Booster's Board of Directors and as such, are responsible for setting policy, for the day to day operation of the Boosters, for representing the Boosters to other organizations, and for ensuring the Boosters operates in compliance with these Bylaws.

D. When deciding matters that come before the Board, the presiding Officer shall seek input from all Officers and Coordinators who are present, and shall seek a consensus about the appropriate action for the Board. As a practical matter, reaching a consensus may not be possible on every issue. If in the opinion of the presiding Officer at a Board meeting, or the President if the matter is being decided by email, a reasonable effort to reach a consensus has been made and a consensus has not been reached, then the matter shall be decided by vote of the Officers present at the meeting or responding within three days if a vote is taken by email, or if practical, and at the presiding officer's discretion, the vote may be postponed to the next Board meeting, as provided in these Bylaws

SECTION 2 LIABILITY

A. The purpose of the limitations in this Article is to limit liability for the Booster's members who are to the maximum extent that the liability of members or Directors or Officers of Maryland corporations can be limited under Maryland law. These limitations on liability shall apply to events occurring during the time a person is a member of the Boosters, or serves as a Officer of the Boosters, whether or not such person is a member, or serves as a Officer, at the time a claim is initiated against the Boosters, its Officer(s), Director(s) or member(s), or an award is made or a judgment is entered against the Boosters.

B. Boosters members, Coordinators, committee members, and volunteers shall not be liable for its corporate debts, liabilities, or judgments against the Boosters. The private property of the members, Coordinators, committee members, and volunteers of the Boosters shall not be pledged in behalf of the Boosters, and shall not be available to satisfy liabilities or debts or judgments or monetary or other damages assessed or awarded against the Boosters, or ordered to be paid by the Boosters.

C. To the maximum extent permitted for similar corporations by Maryland law, the Boosters shall indemnify its currently acting and its former against any and all liabilities and pay reasonable expenses of any kind or nature for their defense against liability and other claims incurred in connection with their services in such capacities, and shall indemnify its currently acting and its former Directors or Officers to the full extent that indemnification shall be provided to , and shall indemnify to the same extent persons who serve and have served, at its request as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise.

E. The Boosters shall provide its Officers and Directors with liability insurance, and shall pay reasonable expenses of any kind or nature for defense against liability and other claims related to their service as its Directors or Officers and may do so for other persons referred to in the paragraph above to the extent permitted by Maryland law. The Board of Directors may make further provisions for the indemnification of the Booster's Directors, Officers, employees and agents to the extent permitted by Maryland law.

F. References to Maryland law shall include the Maryland General Corporation Law as from time to time amended. Neither the repeal or amendment of this Article, nor any other amendment to these Bylaws, shall eliminate or reduce the protection provided to any person by the foregoing provisions of this Article with respect to any act or omission which shall have occurred prior to such repeal or amendment.

SECTION 3 ELIGIBILITY TO SERVE AS OFFICER AND DIRECTOR

Officers and Directors shall be members in good standing at the time of their election or appointment to the Board and are required to remain members in good standing during their term of office, Officers and Directors shall be at least twenty one years of age. Honorary members shall not be eligible to be Officers and Directors.

SECTION 4 NOMINATING COMMITTEE, NOMINATIONS, ELECTIONS

A. The Boosters Officers and Coordinators shall collectively form the Nominating Committee. The Nominating Committee shall seek potential candidates, shall review the

qualifications of potential candidates, verify their willingness to serve a full term if elected, and shall then approve or disapprove potential candidates for Officer and Director. Before each regular election, an Election Notice shall be mailed to each member who provided an email address to the Boosters on their membership application. This notice shall describe the qualifications, duties and responsibilities for each Officer & Director position that will be nominated and elected, and will include the deadline for recommending a member to the Nominating Committee, the date, time and place the Nominating Committee will meet to select candidates, the fact that ballots will be sent to the membership only if more than one qualified candidate who is willing to serve is nominated for an office, the date ballots will be mailed or emails, and the date the ballots will be counted and the results announced.

B. A member in good standing may recommend any member(s) in good standing, including him or herself, to the Nominating Committee for consideration as a potential candidate.

C. Candidates for Officer and Director shall be asked by the Nominating Committee if they are willing to serve a full term in the office for which they may be nominated. The Nominating Committee shall review the qualifications of all members in good standing who are recommended by another member in good standing and who are willing to serve, without regard to race, religion, sex, national origin, or ethnic heritage.

D. The Nominating Committee shall attempt to maintain among Boosters Officers a variety of associations including past or present associations of any kind, with KIHS sports and teams. The Committee will consider the past and present associations of any kind with KIHS sports and teams of potential candidates, and the past or present associations among the Officers who are not up for election. The Committee shall make every practical effort to avoid the nomination of candidates whose election would result in more than one (1) Officer with past and present associations with the same KIHS team or sport. In no case shall more than two Officers with past or present associations with the same KIHS team or sport serve on the Board of Directors at the same time.

E. The Nominating Committee may, in its sole and absolute discretion, nominate one or more persons it determines is/are qualified and who it determines are willing to serve a full term and to be a candidate for election. If more than one qualified candidate is nominated by the Nominating Committee for an office or offices, the Nominating Committee shall issue a list of such candidates by email to the Board and membership before a ballot is taken. The membership shall then vote on these candidates by a means approved by the Board that is practical, inexpensive, and facilitates maximum participation. Typically notices and elections will be conducted by email but at the Board's discretion, U.S. mail may be used.

SECTION 5 QUALIFICATIONS & DUTIES OF OFFICERS

The specific qualifications and duties of the Booster's Officers shall be as follows:

A. The president shall at the time of his/her election, be a member in good standing at least twenty one years old. If sufficient persons are available, qualified, and willing to serve, candidates for President shall have served at least six (6) months as an Officer and Director prior to the beginning of his/her term as President. The President shall preside at Board meetings and

membership meetings, and shall assign tasks to other officers consistent and not in conflict with their duties as described in these Bylaws. Between meetings, the President may seek opinions, seek a consensus, and take votes on issues by email. The President shall be the primary spokesman for the Boosters to the membership, public, media, school and government officials, and other organizations. All Boosters communications shall be subject to the prior approval of the President, or in his/her absence, the Vice President, before release to the membership, public or other entities. The President may pick up the Boosters mail, or may designate an officer other than the Treasurer to do so.

B. The Vice President shall at the time of his/her election, be a member in good standing at least twenty one years old. If sufficient persons are available, qualified, and willing to serve, the Vice President shall have served at least six (6) months as an Officer and Director, or as a Coordinator or Committee Chair Person prior to the beginning of his/her term as Vice President. The requirement for six (6) months experience as an Officer and Director, or as a Coordinator or Committee Chair Person prior to the beginning of his/her term as Vice President shall not apply if the Vice President is appointed by the Board to fill the remaining portion of the President's term. The Vice President shall act in the absence of the President with the same authority as the President, and shall perform other duties assigned by the President that are not assigned in these Bylaws to other Officers, Coordinators, or committee chairpersons.

C. The Secretary shall at the time of his/her election, be a member in good standing at least twenty one years old. The Secretary shall keep the official documents and records of the Boosters, including minutes of all Board and membership meetings, and shall assist the President as needed with routine communications to the membership.

D. The Treasurer shall at the time of his/her election, be a member in good standing at least twenty one years old. If sufficient persons are available, qualified, and willing to serve, the Treasurer shall, prior to at the beginning of his/her term, have practical experience in accounting or book keeping or other functions involving the custody and management of funds, or some education after high school in those areas. The Treasurer shall receive, disburse, and account for all funds of the Boosters and shall produce the Booster's financial reports. All funds of the Boosters shall be kept in federally insured account(s) at a national or state bank or other financial institution approved by the Board. The Treasurer shall produce a report to the Board at each regular Board meeting providing a summary of the Booster's revenues and expenses, assets, debts, account balances, and any other financial information requested by the President or member of the Board. The Treasurer shall prepare an annual report to the membership summarizing the Booster's financial condition. The Treasurer shall not pick up mail addressed to the Boosters.

E. The Athletic Director of KIHS shall be a permanent (non-elected) member of the Booster's Board of Directors. He/she shall advise the Boosters on all matters pertaining to KIHS sports programs, coaches, teams, student athletes, and rules and regulations pertaining to KIHS sports. He/she shall also be the primary liaison to the Boosters for the Board of Education, KIHS Principal, and KIHS coaches.

SECTION 6 TERMS OF OFFICE FOR OFFICERS (Amended 1/31/12)

A. For the purposes of providing stability and continuity, four of the five Boosters Officers shall serve staggered terms of office. The KIHS Athletic Director is a permanent member of the Board and his/her term of office coincides with his/her position as Athletic Director at KIHS. The terms for the other four Officers serving on January 31, 2012, shall end as shown in the table below:

President	--ends March 12, 2012
Vice President	--ends March 12, 2013
Treasurer	--ends March 12, 2013
Secretary	--ends March 12, 2012

B. The President and Secretary serving on January 31, 2012 shall not serve more than a total of two (2) terms in the same officer position. Effective for all elections on and after January 31, 2012, the President and Secretary shall be elected in even years for two (2) year terms.

C. The Vice President and Treasurer serving on January 31, 2012 shall not serve more than a total of two (2) terms in the same officer position. Effective for all elections on and after January 31, 2012, the Vice President and Treasurer shall be elected in odd years for two (2) year terms.

D. After the terms described in Paragraphs A., B., and C. of this Section have been served, all subsequent regular terms of office shall be two years in length beginning on the date an Officer is elected. Officers shall not serve more than two consecutive two year regular terms in the same office, except this limitation shall not include the first regular terms described in Paragraphs A., B., and C. of this Section, and shall not include any partial term to which a Officer and Director has been appointed by the Board in order to fill a vacancy that occurs during a term of office.

SECTION 7 FILLING VACANCIES WITH A PARTIAL TERM REMAINING

If an Officer and Director resigns, dies, becomes incapacitated, or is unwilling or unable to complete a full term for any reason, a successor shall be appointed by the Board to serve the remainder of that term. The Board and Coordinators shall consider potential successors at the next regular or special Board meeting after the Board becomes aware of that a vacancy has occurred. The membership shall be notified by email within two weeks after the appointment of a new Officer and Director to fill a vacancy during a term of office.

ARTICLE V – ELIGIBILITY, NOMINATIONS & ELECTIONS

SECTION 1 ELIGIBILITY TO VOTE

One adult at least eighteen years of age in each family with at least one Boosters member in good standing may vote in elections and on other questions put to the membership for a vote by the Board. Honorary members shall not be eligible to vote or hold office.

SECTION 2 ELECTIONS AND BALLOTS

A. Officers shall be elected by the members in good standing using a means approved by the Board that is practical, inexpensive, and facilitates maximum participation. The typical method shall be email due to its low cost but mail may also be used at the sole and absolute discretion of the Board. All questions put to the membership by the Board shall be decided in a similar manner.

B. All candidates in each election must be at least twenty one years old, members in good standing, qualified, and willing to serve a full term if elected, and approved by the Nominating Committee.

C. If an election is conducted by mail or email, the names of candidates shall be placed on the ballot in alphabetical order for each office. A ballot shall be mailed or emailed to each family with at least one member in good standing for whom the Boosters has an accurate mailing address or email address in its data base. The ballots shall be mailed or emailed at least fourteen days prior to the deadline for returning and counting the ballots.

ARTICLE VI -- REMOVAL OF DIRECTORS, OFFICERS, MEMBERS

SECTION 1 REMOVAL FOR FAILURE TO ATTEND MEETINGS

Any Officer and Director who fails to attend three consecutive Board meetings without good cause as determined at the sole discretion of the Board, or whose failure to attend Board meetings causes there to be no quorum at three meetings without good cause as determined at the sole discretion of the Board, may have his service as a Officer and Director terminated. Such removal as a Officer and Director shall be accomplished by a four-fifths vote of the Board.

SECTION 2 SUSPENSION, REVOCATION OR REMOVAL FOR CHARGES & CONVICTIONS

A. Any member of the Boosters who is charged by a police department, state's attorney, magistrate, or the equivalent, with a felony of any kind, or a misdemeanor involving a minor, may have his/her membership in the Boosters suspended beginning on the filing date of the charge(s) until final resolution of the charge(s), and may be suspended from all Boosters positions of responsibility (e.g. Officer and Director, Coordinator, committee chairperson or member, etc.) effective on the filing date of the charge(s) until final resolution of the charge(s), at the sole discretion of the Board.

B. Any member of the Boosters who is convicted in a court of law for a felony of any kind, or for a misdemeanor involving a minor, shall have his/her membership in the Boosters revoked and shall be removed from all Boosters positions (Director, Officer, Coordinator, committee chair person or member, team representative, etc.) effective on the date of the conviction.

SECTION 3 REMOVAL OF AN OFFICER BY MEMBERSHIP PETITION & BALLOT

A. Any Officer and Director may be removed from office by valid petition from at least thirty three percent (33%) of the membership who are eligible to vote, followed by a two-thirds affirmative vote of the members in good standing who are eligible to vote on the question of removal from office.

B. To cause a ballot to remove a Officer and Director, a valid written petition must be presented to the Board requesting a removal ballot be taken, with the printed names and signatures of at least thirty three percent (33%) of the members in good standing who are eligible to vote. Prior to initiating such a ballot process, the Secretary shall validate the petition by making a reasonable effort to contact all members whose names and signatures appear on the petition to verify the validity of their signatures, and shall certify in writing to the Board that the signatures are genuine and the petition is valid..

B. The Officer and Director for whom a Ballot to Remove has been taken shall be removed from office immediately if two thirds of the members eligible to vote cast ballots in the affirmative. The Board shall appoint a successor to fill the remainder of the unexpired term at its next special or regular Board meeting.

ARTICLE VII -- MEETINGS

SECTION 1 BOARD MEETINGS

A. For regular Board meetings, the President, or Vice President if acting for the President in his/her absence, shall notify all Officers and Coordinators by email of the proposed meeting date, time and location, at least ten (10) days before any regular Board meeting, and at least five (5) days before any special Board meeting, unless the entire Board agrees by email to waive such notice. The notice shall include a list of proposed agenda items, and a request for additional agenda items from other Directors. The final agenda shall be sent to all members of the Board by email at least one day before a regular Board meeting. Additional agenda items may be added at the opening of any regular Board meeting by majority vote of the Board.

B. The Membership Coordinator shall email a Meeting Notice to all members in good standing for whom the Boosters have an email address at least five (5) days prior to any regular Board meeting.

C. Regular Board meetings shall normally be held every other calendar month beginning n January of each calendar year (e.g. January, March, May, July, September, November). If a regular Board meeting is cancelled, it shall normally be held during the following calendar month. The regular meeting in July shall include the presentation by the President and Treasurer of the budget for the following fiscal year.

D. All regular and special Board meetings shall be open to any member in good standing, unless a motion to go into executive (closed) session for discussion of a specific agenda item is approved by four fifths majority of the Board. After that agenda item has been discussed

in executive (closed) session, the remainder of the meeting shall again be open to all members in good standing.

E. Special Board meetings may be held at any time if three or more Officers request a meeting in a letter or email to the President, or if the President is not available, to the Vice President, and with copies provided to all Officers and Coordinators. The email requesting the meeting shall contain a list of the agenda items to be discussed. The President, or if the President is not available, the Vice President, shall respond to a request for a special meeting by email to the Board within five (5) calendar days, and shall set a date and time for the special Board meeting that is within ten (10) calendar days from the date the email requesting the meeting was sent, and shall notify the Board and Coordinators by email of the meeting time and place and proposed agenda. The President, or if the President is not available, the Vice President, may add agenda items to the items proposed by the Board members requesting the special Board meeting. Additional agenda items may also be added at the opening of a special Board meeting by majority vote of the Board.

F. If requested during a Board meeting by at least two members of the Board, Robert's Rules of Order shall be used by the presiding Officer to conduct the remainder of that Board meeting.

SECTION 3 QUORUMS

A quorum consisting of not less than of three Directors and not less than two Coordinators is required at all regular Board meetings in order to conduct the organization's business. A quorum consisting of a majority of Committee members is required at all Committee meetings.

SECTION 4 REPORTS TO THE MEMBERSHIP

A. Once each year, the Board of Directors shall issue an Annual Report to the Membership.

B. The Annual Report to the Membership shall be emailed to all members in good standing with a current email address in the Booster's data base.

C. The Annual Report to the Membership shall include a brief summary of the Boosters progress, financial condition, programs, plans for the future, and contact information for all Officers, Coordinators, and committee members. Each Officer and Coordinator may include his/her comments in the Annual Report to the Membership.

ARTICLE X – COMMITTEES

SECTION COORDINATORS AND COMMITTEES

A. Coordinators and committees may be appointed by the Board at its sole discretion to assist in the operation of the Boosters. Members of committees shall be nominated by and approved by majority vote of the Board. In selecting and approving members of committees, the

Board shall attempt to create and maintain a variety of perspectives and experience, including volunteers who have past or present associations with different KIHS teams and sports.

B. The Board shall attempt to maintain among Coordinators and members of committees a variety of past and present associations with KIHS sports and teams. The Board will consider the past and present associations of any kind with KIHS sports and teams of persons it is considering for Coordinator or committee positions, and the past and present associations among the currently serving members of that committee. The Board shall make every practical effort to avoid the appointment of candidates that would result in more than one (1) Coordinator with past or present associations with the same KIHS team or sport. In no case shall more than two Coordinators with past or present associations with the same KIHS team or sport serve as Coordinators, or serve on the same committee, at the same time.

C. Coordinators and members of committees do not have terms of office, serve at the pleasure of the Board, and may be removed at any time by majority vote of the Board. Coordinators and members of committees who are removed by the Board shall be notified immediately of his/her removal by the President.

SECTION 2 ACTIVE PERIOD FOR COMMITTEES

All committees except Standing Committees shall be active for a period of one year or less, as specified in the motion creating the committee. The active period specified for a committee may be extended at the end of the active period for a period of one year or less by a majority vote of the Board. If the active period is not extended by the Board, the committee shall cease to exist.

SECTION 3 STANDING COMMITTEES

A. Standing Committees with indefinite active periods are created by and listed in these Bylaws, and thereafter may be appointed by the Board at its sole discretion, to assist in the operation of the Boosters. Standing committees are chaired by a Coordinator who is approved by four fifths majority vote of the Board and who then serves and indefinite term at the pleasure of the Board, and may be removed at any time by four fifths majority vote of the Board. Standing Committees may be created at any time by a four fifths majority vote of the Board.

B. Members of Standing Committees (other than the Coordinator) shall be nominated and approved by majority vote of the Board. Members of Standing Committees do not have terms of office, serve at the pleasure of the Board, and may be removed at any time by majority vote of the Board. A member of a Standing Committee who is removed by the Board shall be notified immediately of his/her removal by the President.

- C. The Standing Committees and committee positions created by these Bylaws are the:
- 1) Membership Coordinator (1) and Committee members (2)
 - 2) Recognition Coordinator (1) and Committee members (2)
 - 3) Scholarship Coordinator (1) and Committee members (2)
 - 4) Concession Stand Coordinator (1) and Committee members (2)
 - 5) Field & Facilities Coordinator (1) and Committee members (8)
 - 6) Fundraising Coordinator (1)
 - 7) Web Site Coordinator (web master) (1) and Committee members (2)

SECTION 4 COORDINATORS AND OTHER COMMITTEE CHAIRMEN

The Coordinators and Chairmen of committees shall be approved by a four fifths majority of the Board. The Coordinators and Chairmen shall schedule and preside over committee meetings, shall represent the committee at Board and membership meetings, shall assign and coordinate tasks within the committee, shall be responsible for the conduct of the committee's affairs, and shall be responsible for all reports the committee makes. All reports issued by a committee shall be presented to the Board. Further distribution of a committee report is at the sole discretion of the Board. Any member of a committee may request to address the Board at a regular or special Board meeting.

SECTION 5 COMMITTEE MEETINGS

The chairman of a committee shall make a reasonable effort to schedule committee meeting so the maximum number of committee members can attend, and shall provide reasonable notice of meetings to all committee members. The Chairman will communicate prior notice of all scheduled committee meetings to the President, who reserves the right to attend any official committee meeting. Any member of a committee may submit agenda items to the Chairman for consideration by the entire committee. The Chairman shall establish the order that items appear on the agenda. If a majority of committee members present at any committee meeting request the use of Robert's Rules of Order, the remainder of a committee meeting shall be conducted by the Chairman using Robert's Rules of Order.

SECTION 6 COMMITTEE RESPONSIBILITIES & REPORTS

Each committee Coordinator or Chairman shall seek the advice of the President, or his/her designee, in the conduct of the committee's affairs, shall keep the President informed of the committee's activities, and shall make regular reports to the Board, and special reports if requested by the President or any member of the Board.

SECTION 7 DISPUTE RESOLUTION

If a dispute occurs within a committee or between a committee and an Officer that cannot be resolved by the President, then the Coordinator or Chairman or any other member of that Committee may present the dispute to the Board as an agenda item at the Board's next regular or special meeting.

ARTICLE XI --VOTING

SECTION 1 BOARD VOTING

Each Officer shall have one vote on issues before the Board. As a matter of procedure, the President normally does not vote, except when these Bylaws state that a four fifths or four fifths majority vote of the Board is required to decide a question, or when the President's vote is necessary to have the quorum needed to conduct business or when the President's vote is necessary to break a vote of other Board members that would otherwise resulting a tie. The President in his/her sole discretion may vote to break a tie, or may abstain and let the question fail for lack of a majority.

SECTION 2 MEMBERSHIP VOTING

One adult age eighteen or older in each household with at least one member in good standing shall be able to cast a ballot for that household in elections and on questions put to the membership by the Board.

SECTION 3 COMMITTEE VOTING

Each committee member shall have one vote on issues before the committee except the Coordinator or Chairman of a committee, who may vote only if necessary to break a tie.

ARTICLE XII – FINANCIAL PROCEDURES AND REPORTS

SECTION 1 FISCAL YEAR

The Booster's fiscal year shall be the twelve-month period from August 1 of each year through July 31 of the following year.

SECTION 2 SIGNING FINANCIAL INSTRUMENTS, CONTRACTS, & OBLIGATIONS

A. All financial instruments, including but not limited to checks, drafts, money orders, contracts, etc. shall be signed by two officers, or by one officer and one member designated by the President and approved by the Board for this purpose, subject to the other provisions in this SECTION 2..

B. All financial instruments, including but not limited to checks, drafts, money orders, contracts, etc. that obligate the Boosters in any way shall and for any amount shall be signed by two officers, or by one officer and one member designated by the President and approved by the Board for this purpose.

C. All financial instruments, including but not limited to checks, drafts, money orders, contracts, etc. that obligate the Boosters to pay an amount less than or equal to Two Hundred Fifty Dollars (\$250) from the Boosters General Fund (not team accounts) to any person or entity. shall be signed by two officers, or by one officer and one member designated by the President and approved by the Board for this purpose

D. All financial instruments, including but not limited to checks, drafts, money orders, contracts, etc. that obligate the Boosters to pay an amount greater than Two Hundred Fifty Dollars (\$250) from the Boosters General Fund (not team accounts) to any person or entity must be approved in advance by majority vote of the Board, and the associated financial instruments, including but not limited to checks, drafts, money orders, contracts, etc. must be signed by two Officers.

E. Normally, if both are available, the Officers signing a financial instrument or contract for the Boosters shall be the President and the Treasurer. If the President is not available, the Vice President shall sign in his behalf.

SECTION 3 PROHIBITION AGAINST CONFLICTS OF INTEREST

A. Officers, Board members, Coordinators and committee members shall avoid conflicts of interest, real or apparent using common sense standards applied by a reasonable person.

B. If a Officer, or relative of a Officer, or entity in which a Officer has an economic interest, is due to receive a payment from the Boosters, that Officer shall not sign any financial instrument, check, draft, money order, contract, or other document or instrument authorizing payment of Boosters funds or obligating the Boosters to pay funds to that Director, Officer, relative, or entity.

C. If a Officer, or relative of a Officer, or entity in which a Officer has an economic interest, will benefit from a contract with the Boosters or other obligation of the Boosters, that Officer shall not sign any financial instrument, contract, or other document or obligation authorizing payment of Boosters funds or obligating the Boosters in any way to pay funds or provide anything of value of any kind to that Director, Officer, relative, or entity.

SECTION 4 FINANCIAL REPORTS

The Treasurer shall make a report to the Board at each regular Board meeting. This report shall summarize the Booster's accounts and balances, expenses and revenues, performance compared to the budget, and other matters the Treasurer believes may be of interest to the Board. The Board shall have an opportunity to examine the Boosters bank statement(s) at each regular Board meeting. The Treasurer shall prepare an annual report to the membership summarizing the Booster's financial condition. The Treasurer's Report to the membership shall be included in the Annual Report to the Membership.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a four fifths vote of the Board, or by two thirds vote of the members eligible to vote and voting if the question is put to the membership for a vote by the Board. A Notice of Proposed Amendment to the Bylaws, containing the complete text of the amendment in plain language, shall be emailed to all members in good standing for which the Boosters has a current email address in its data base, at least thirty (30) days prior to the Board vote on the amendment.

ARTICLE XIV -- ROBERTS RULES OF ORDER

The rules contained in the most recent edition of Roberts Rules of Order shall govern in all cases in which they are applicable and do not conflict with these Bylaws.

ARTICLE XV -- DISSOLUTION

A. No person shall possess any right in or to the property or assets of the Boosters.

B. Upon dissolution of the Boosters, all assets remaining after payment of any outstanding liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose similar to those of the Boosters.

C. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Boosters is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for purposes similar to those of the Boosters.

ARTICLE XVI -- SEVERABILITY

If any portion of these Bylaws is found by a Court of Competent Jurisdiction to be invalid, all other portions shall remain in effect.

ARTICLE XVII – CODE OF CONDUCT

The following Code of Conduct for Officers, Coordinators, and Committee Members applies to all Boosters officials, and they are required to abide by this Code at all times.

KIHS ATHLETIC BOOSTERS CODE OF CONDUCT FOR OFFICERS, COORDINATORS & COMMITTEE MEMBERS

I pledge to do my best to improve KIHS athletic programs and facilities, and to provide support and encouragement for all KIHS student athletes and teams by adhering to this Code of Conduct:

1. I understand that impartiality and fair and equitable treatment of all KIHS student athletes, teams, and sports is the primary objective of the Boosters. This will be my first and foremost consideration in all matters that come before the Boosters, and in all of my decisions, actions and votes as a Boosters official.
2. I will ensure the Boosters financial support is to all KIHS student athletes, teams, and sports in a fair and equitable manner.
3. I will encourage good sportsmanship in student athletes, coaches, and parents at every game and practice by demonstrating good sportsmanship myself.
4. I will always place the emotional and physical well being of student athletes first, ahead of a desire to win, and will expect and encourage others to do the same.
5. I will do my best to help KIHS provide the best sports facilities and equipment available, and to provide a safe practice and game environment for players.
6. I will keep myself informed of sound practices among well managed organizations, and will do my best to apply those practices to the operation of the Boosters.

7. I will remember that I am representing the Boosters to student athletes, parents, faculty, administrators, the membership, and the public.
8. I will conduct myself in a manner intended to reflect positively on the Boosters and KIHS at all sports events, and when representing the Boosters.
9. I will comply with the Boosters Bylaws, published policies, and this Code of Conduct, and will do my best to further the Booster's objectives and programs.
10. I recognize that my decisions and actions as a Boosters official must always be fair, equitable and consistent, and in keeping with the best interests of all KIHS student athletes and teams.
11. I will not abuse my position in the Boosters by acting as an advocate for a specific KIHS sport or sports, or a specific team or teams, or a specific KIHS athlete or athletes.
12. I will avoid conflicts of interest and the appearance of conflicts of interest, and will recues myself from any decision that could benefit me or any relative of mine in any way, using common sense standards any reasonable person would be expected to apply.
13. I understand that a violation of this code of conduct may cause my removal as a Boosters official Boosters, and may result in the suspension or loss of my membership in the Boosters.

ARTICLE XVIII – EFFECTIVE DATE AND SIGNATURES

The Board of Directors met and voted to approve these Bylaws on February 22, 2011. The undersigned Officers, who are a majority of the Board of Directors, by their signatures below certify that these Bylaws were adopted and are effective on the February 22, 2011.

President: Brian Mayhew

Secretary: Brian Osborn

Treasurer: Lisa Marvel
