

**WATERVILLE SHOCKERS BOOSTER CLUB
BY-LAWS**

**ARTICLE I
NAME**

This organization shall be known as the Waterville Shockers Booster Club, (hereinafter “WSBC”.)

**ARTICLE II
PURPOSE**

SECTION 1

The purpose of the WSBC shall be for the advancement of education. Specifically, to support and raise money for Waterville School District activities, including academics, arts, and athletics, and to promote enthusiasm and spirit for school activities.

SECTION 2

To achieve its purpose, the WSBC will provide a program that encourages participation of students, parents, and the community in school activities. All Directors, Officers, and Members shall bear in mind that WSBC supports all the extra-curricular programs. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, WSBC shall operate as a non-profit organization. No part of the net earnings shall benefit any member. No part of the activities of WSBC is carrying on propaganda, or otherwise attempting to influence legislation, participation in, or intervening in any political campaign on behalf of any candidate for public office.

**ARTICLE III
MEMBERSHIP**

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the purpose of WSBC may apply to become a member.

Dues. Any member interested in supporting the Waterville School District may become a member by paying dues as established by the Board of Directors.

SECTION 2

Suspension or Termination. Membership may be terminated by resignation, or action of the Board of Directors by a two-thirds vote of those present at any duly noticed Board meeting. The Board shall have the authority to discipline, suspend, or terminate the membership of any member when the conduct of such persons considered detrimental to the best interests and purposes of WSBC. The member proposed to be disciplined, suspended, or terminated shall be notified of such meeting, informed of the general nature of the reasons, and given an opportunity to appear at the meeting to show evidence that the reasons are not correct or true.

ARTICLE IV GENERAL MEMBERSHIP MEETINGS

SECTION 1

General Membership Meeting. A General Membership meeting is any meeting of the membership of the WSBC, including Special General Membership Meetings. There shall be at least one annual General Membership Meeting. Regular general membership meetings will be held the second Tuesday of each month at 6:30 p.m., unless otherwise noted. A minimum of three board members must be present at each general membership meeting.

SECTION 2

Notice of Meeting. Notice of each general membership meeting shall be posted electronically at least seven days in advance of such meeting. Such notice shall include the place, date, time, and agenda for the meeting.

SECTION 3

Voting. Only regular members in good standing shall have the right to make motions and vote at general membership meetings. Each member is allowed to cast only one vote. The Board of Directors may invite and admit guests for presentations or comments during such meetings. There is no quorum required in order to convene a duly constituted general membership meeting. No absentee ballots will be recognized.

SECTION 4

Annual Meeting of the Members. The annual meeting of the members shall be held at the June meeting each year or the purpose of electing the Board of Directors, receiving reports, reviewing these By-Laws, and for the transaction of such business as may properly come before the meeting.

- (a) The Membership shall receive at the Annual Meeting a report by the President, or his or her designee, and the content shall include:
 - (1) the activities of the WSBC over the past year;
 - (2) a financial report including a general summary of funds received and expended by the WSBC, and where located;
 - (3) a description of the real and personal property owned by the WSBC, and where located;

- (b) The Membership shall have the right to vote for each position to be filled on the Board of Directors;
 - (1) If the Board receives no nominations or no resignations, the current board will remain in place;

- (c) The Membership shall have the right to increase the number of Board of Directors. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at subsequent general membership meetings;
 - (1) The Board of Directors shall assume the performance of its duties immediately following the elections;
 - (2) The Board's term of office shall continue until its successors are elected and qualified under this section.

ARTICLE V BOARD OF DIRECTORS

SECTION 1

Number and Title. There shall be five members on the Board of Directors.

SECTION 2

Term of Office. The voting members of the Board of Directors shall be elected by the Members at the Annual Meeting for a term of one (1) year and will be eligible for re-election annually. Incoming officers shall assume office following the annual meeting and shall enter into the performance of their duties and shall continue in office until their successor has assumed office.

Attendance at Meetings. All board members are required to attend all duly notified Board meetings. Members may only be excused from attendance by the President. Two consecutive unexcused absences or any three unexcused absences during the year will result in removal from the Board of Directors.

SECTION 3

Vacancies. In the event that a position becomes vacant during the year a special election will be held.

SECTION 4

Special Board Meeting, Notice, and Quorum. Special meetings of the Board shall be held at the discretion of the President of the Board of Directors.

- (a) The President, or any three (3) voting board members, may issue a call for a special Board meeting. Notice shall be not less than forty-eight (48) hours in advance of such Special Meeting. Notice shall include the purpose of the meeting, no other matters not so noticed may be acted upon at the meeting;
- (b) Notice of such Special Board Meeting shall be given by the secretary personally, electronically, or by mail to each Director at least 48 hours before the time of the meeting; and
- (c) A majority of the elected Board Members shall constitute a quorum for the transaction of business.

**ARTICLE VI
DUTIES AND POWER OF THE BOARD**

SECTION 1

Officers. The officers shall be elected from among the Board of Directors and shall consist of a President, Vice-President, Secretary, and Treasurer.

SECTION 2

Duties of Officers.

President. The President shall:

- (a) Conduct the affairs of the WSBC and execute the policies established by the Board;
- (b) Communicate to the Board such matters as deemed necessary, and take suggestions, promote the welfare, and achieve the objectives of the WSBC;
- (c) Act on behalf of the Board, with their approval on matters of contracts, leases, and purchases in the name of the WSBC;
- (d) Investigate complaints, irregularities, and conditions detrimental to the WSBC and report to the Board or Executive Committee as necessary; and
- (e) Present a report on the condition of the WSBC at the Annual Meeting.

Vice President. The Vice President shall:

- (a) Perform any duties as requested by the President; and
- (b) Preside at meetings and perform the duties of the President in the absence of the President.

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the WSBC and maintain appropriate file, Board list, membership records, minutes, and mailing lists;
- (b) Perform such duties as are incident to the office of Secretary;
- (c) Give Required notice of all meeting to the Members;
- (d) Conduct all correspondence not specifically delegated in connection with said meetings and is responsible for carrying out all orders, votes, and resolutions not otherwise committed; and
- (e) Notify members of their election of appointments.

Treasurer. The Treasurer shall:

- (a) Perform all duties as are herein set forth, and such duties as are incident to the office of Treasurer;
- (b) Deposit all funds in designated bank accounts of WSBC and maintain adequate records thereof;
- (c) Keep records for the disbursement of all monies of the WSBC, approve all payments from allotted funds, and draw checks therefore in agreement with policies established by the Board. All checks shall be signed by the Treasurer.

ARTICLE VII FINANCIAL AND ACCOUNTING

SECTION 1

Authority and Disbursement. The Board of Directors of the WSBC shall decide all matters pertaining to the distribution of funds other than fund raising expenses and shall place all income in the WSBC bank accounts, directing expenditures of funds other than fund raising expenses in such manner as the Principal, Athletic Director, and President. The decision of the principal shall be final. The Treasurer or the President shall sign checks or other Officers as the Board shall determine.

SECTION 2

Compensation. No Director, Officer, or Member shall receive, directly or indirectly, compensation from the WSBC.

SECTION 3

Fiscal Year. The Fiscal Year of the WSBC shall begin on January 1 and end December 31.

SECTION 4

Expenditures. Only by a majority vote of the Board of Directors may any individual be authorized to spend money for fund raising expenses.

SECTION 5

Distribution of Property upon Dissolution. Upon dissolution of the WSBC and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the WSBC to another incorporated entity which maintains the same charitable purpose as set forth in Article II of these By-Laws, which are, or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

**ARTICLE VIII
NON-DISCRIMINATION**

It is the policy of the WSBC that all the parties involved in the operation of the WSBC will provide an operational environment that is free from all forms of discrimination.

**ARTICLE IX
CONFLICT OF INTEREST**

Members of the board and committee members shall not engage in any activity which gives rise to, or could give rise to, and appearance or claim of self-dealing, loyalty, or conflict of interest by reason of such person's position with the WSBC. In the event that such claim, he or she shall have a duty to disclose such activities or anticipated activities to the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

WSBC shall indemnify and hold harmless every Director, Officer, and Member of WSBC to the fullest extent allowed under Washington law, or as otherwise allowed by law at the time of indemnification, for claims and liabilities, including attorney fees and court costs related thereto.

**ARTICLE XI
AMENDMENTS**

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly constituted meeting of the members, providing notice of the proposed change is included in the notice of such meeting.

These By-Laws were Approved by the membership on the *7th day of December 2022*.



Braxton Jessup, President