

# Phillip O. Berry Academy of Technology Booster Club

## By-Laws

### Article I: Name

#### Section 1

The name of this organization shall be the “Cardinal Club,” sometimes referred to as The Booster Club. The organization is hereafter referred to as the “Club” in these by-laws.

#### Section 2

The official mailing address of the Club shall be 1901 Herbert Spaugh Lane, Charlotte NC 28208 (New address effective August 15, 2002 – 1430 Alleghany Street, Charlotte NC 28208). The Club official calendar shall run from July 1 through June 30 of the following year.

### Article II: Purpose

#### Section 1

The purpose of the Club is to work in conjunction with the administration, faculty, staff and students of Phillip O. Berry Academy of Technology (hereinafter referred to as “Berry Academy”) to promote and support the Phillip O. Berry Academy of Technology Athletic Department. The Club will work with the Athletic Department to raise money through various activities, increase school spirit among students, faculty, administration, parents, etc., and foster and promote general welfare of the student-athletes.

The Club will also work within the guidelines set by Berry Academy as well as the North Carolina High School Athletic Association and any other interscholastic organization or associations of which Berry Academy is a member.

### Article III: Membership

#### Section 1

Any person supporting the purposes of the Club shall be eligible for membership upon payment of the annual dues for each fiscal year. Membership in the Club shall be open to students of Berry Academy, Parents or guardians of students of Berry Academy, members of the faculty, administration and staff of Berry Academy, and members of the community who desire to support student-athletes at Berry Academy.

## Section 2

The regular dues of the Club shall be fixed annually by the Board of Directors at the March meeting each year.

## Section 3

The Club shall have the following categories of membership:

- a. Individual members
- b. Family members
- c. Community

## Section 4

At all Annual Meetings of the General Membership, each member of the Club (whether an individual member, a family member, or a community member) who is present and has paid the annual dues for the then current fiscal year shall have one vote. No Member of the Club may vote by proxy or absentee ballot.

## Section 5

The Club may from time to time, accept gifts, of money or property from individuals or entities, over and above the amount of annual dues, to carry out the purposes of the Club. However, no individual or entity who has made such a gift may vote at general meetings of the Club unless such individual or entity has paid annual dues for the then current fiscal year.

## Section 6

The Directors shall, quorum vote, have the authority to suspend or revoke membership of any member whose conduct is considered detrimental to the best interests of the Club. Any suspension or revocation of membership constitutes forfeiture of any paid dues to the Club.

## Article IV: Board of Directors

### Section 1

The governing body of the Club shall be the Board of Directors, which shall consist of the following: a) each of the five officers of the Club (as described in Article V, section 1); b) student representative selected by the Principal; and c) the Athletic Director at Berry Academy. No person (other than the Athletic Director) may serve as a member of the Board of Directors unless such person has paid the annual dues for the then-current fiscal year.

## Section 2

The term for each elected office shall be the fiscal year of June 30 through July 1. Each member of the Board of Directors may serve up to three consecutive one year terms, provided, however, that the Athletic Director of Berry Academy may serve as long as he/she remains in that position. At the end of each Director's term, he/she will organize and transfer all pertinent information (paperwork, records, etc. ) of the position to his/her successor.

## Section 3

In the event that a vacancy occurs on the Board of Directors (whether due to resignation, removal, or otherwise), the other members of the Board of Directors shall elect a member of the Club to fill such vacancy during the remaining portion of the fiscal year in which vacancy occurs. Also, any member of the Board of Directors who is absent from the three consecutive regular meetings is subject to removal and replacement by majority vote of the other members of the Board of Directors, at the next regular meeting.

## Section 4

The five officers of the Club shall serve as the Executive Committee of the Board of Directors and, by majority vote, may resolve urgent matters which require action by the Board of Directors.

## Article V: Officers

### Section 1

The officers of the Club shall consist of the following:

- a.) President
- b.) Vice President
- c.) Secretary
- d.) Treasurer
- e.) Fund Raising Chair

The officers shall be elected at the general meeting of the Club held in May from nominations submitted by the then-current Board of Directors or from the floor. Each officer shall serve a one-year term which shall begin on the next July 1 after his/her election and shall end on June 30 of the following calendar year. Any officer may be re-elected to the same office for up to two additional one year terms or may be elected to another office for up to two consecutive one year terms; provided, however, that no person may serve as an officer of the Club for more than three consecutive one year terms.

## Section 2

In the event that a vacancy occurs on the Board of Directors (whether due to resignation, removal or otherwise), the other members of the Board of Directors shall elect a member of the Club to fill such vacancy during the remaining portion of the fiscal year in which such vacancy occurs.

## Section 3

The duties of the President shall include but are not limited to, the following:

- a. Attend and preside at all general meetings of the Club and all regular and special meetings of the Board of Directors.
- b. Serve as the liaison between the Club and the Berry Academy Athletic Department
- c. Represent the Club at public or private functions or appoint a delegate where representation is deemed advisable.
- d. Appoint, with the advice and consent of the Board of Directors, committees of the Club and committee chairs;
- e. Effect compliance with the rules, regulations and policies of the Charlotte-Mecklenburg Board of Education, the administration of Berry Academy, and the North Carolina High School Athletic Association; and
- f. Assure that the purposes of the Club are being served.

## Section 4

The duties of the Vice President shall include, but are not limited to, the following:

- a. Attend all general meetings of the Club and all regular and special meetings of the Board of Directors.
- b. Serve as President; in the absence of disability of the President
- c. Perform such duties as may be delegated to him/her by the President;
- d. Succeed to the office of the President; at the will of the Club's membership.

## Section 5

The duties of the Secretary shall include, but are not limited to, the following:

- a. Attend and keep minutes of all general meetings of the Club and all regular and special meetings of the Board of Directors;
- b. Keep such other records as the Board of Directors shall decide;

- c. Sign, along with the President on behalf of the Club, any and all official contracts or documents which are authorized by the Board of Directors;
- d. Perform all of the duties usually incident to the office of secretary, subject to approval of the Board of Directors.

## Section 6

The duties of the Treasurer shall include, but are not limited to, the following:

- a. Keep financial records of the Club
- b. Collect dues from members of the Club, pay when due bills or debts owed by the Club, and have custody of all funds of the Club, subject to the approval of the Board of Directors;
- c. Attend all general meetings of the Club and all regular and special meetings of the Board of Directors
- d. Render a short financial report at each general meeting of the Club and each regular meeting of the Board of Directors; and answer questions concerning financial details which may arise during such meetings;
- e. Assist in the preparation of an annual financial report at the end of the fiscal year; and
- f. Perform all duties usually incident to the office of Treasurer, subject to approval of the Board of Directors

## Section 7

The duties of the Fund-Raising Chair shall include, but are not limited to, the following;

- a. Attend all general meetings of the Club and all regular and special meetings of the Board of Directors;
- b. Direct funds raising efforts throughout the fiscal year
- c. Involve as many members of the Club as is reasonably possible in the Club's fund raising activities.

## Article VI: Funds

### Section 1

Funds of the organization shall be deposited in the Club checking and/or savings account at a bank or financial institution approved by the Board of Directors. Funds will be used to pay all approved Club invoices. Bills to be paid will be submitted to the Treasurer after being reviewed and approved by the Board of Directors or appropriate Director. Savings accounts will be used

to collect interest on funds raised throughout the year and to fund a possible Club Scholarship Program.

## Section 2

Funds shall be disbursed with the direction and approval of the President and Board of Directors. Only the President and Treasurer are authorized to sign checks. Appropriations will be made once voted on and approved by a majority vote of the Board of Directors of the Club. Requests for appropriations can be submitted by either the Berry Academy Athletic Director or Principal. No requests for appropriations can be submitted by members, coaches, parents, etc.

## Article VII: Meetings

### Section 1

The regular meeting of the Club shall be the first Tuesday of each month from July through May at Berry Academy. In the event that the regular meeting of the Club needs to change, the secretary shall be responsible for notification of such a meeting be given to the Directors and qualifying members at least 24 hours in advance. All meetings of the Club shall be open to the membership, but only Directors are eligible to vote on matters before the Board. Any member of the Board of Directors can call for a closed Executive session at any time before, during or after any general membership meeting. With a minimum of 24-hour notice to other members of the Board, any Board member can call an Executive closed session.

### Section 2

The Annual Meeting of the general membership of the Club will be held each year on the first Tuesday in May, preceded by its regular monthly meeting. The order of Business for the Annual meeting shall be: 1) Minutes of previous Annual Meeting, 2) Reports from the Directors, 3)Old Business, 4)New Business, 5)Election of Directors for the upcoming year.

## Article VIII: Elections

### Section 1

The election of the Board of Director members shall take place on the first Tuesday in May at the Annual Meeting

### Section 2

At the April meeting each year, the President shall open the floor to the general membership for nominations for all Board of Director positions. Nominees must have attended a minimum of two general membership meetings (and including if necessary) July and March of the same

Club year to be eligible to run for the Board of Directors. Likewise, eligible members must have attended a minimum of two general membership meetings between July and March of the same Club year to be eligible to vote for Directors. Nominations may also be taken from the floor on the night of the election in May. The candidate receiving the simple majority of the votes shall be elected to that office.

### Section 3

Board of Director Members shall assume their duties July 1 of the same year as the election and shall hold that office for one (1) year.

## Article IX: Amendments

### Section 1

These By-Laws may be altered, amended or repealed and new By-laws adopted by two-thirds of the eligible voting membership present and voting at any meeting of the members, provided that at least seven days written notice is given to each eligible voting member of such intention to alter, amend or repeal, or to adopt new By-Laws, at said meeting. Members meeting the rules of voting eligibility as outlined in Article III, Section 4 shall have By-Law amendment voting rights.

## Article X: Indemnification of Directors, Director Employees and Agents

### Section 1

The Board of Directors of the Cardinal Club may authorize the Club to indemnify any present or former member of the Board of Directors or agent of the Club, against all expenses or costs actually and reasonable incurred by him or her in any action, suit or proceeding to which he or she is made a party by reason of his or her holding the position. This indemnification shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good-faith settlement of any action, suit or processing, whether formally instituted or not. No indemnification may be authorized for any member of the Board of Directors, member or agent adjudicated to be liable for negligence or misconduct in the performance of his or her duties toward the Club, unless and only to the extent that the court in which such action was brought determines, despite adjudication of liability, but in view of all circumstances, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

## Article XI: Director Conflict of Interest

### Section 1

If a transaction is fair to the Club at the time it is authorized, approved or ratified, the fact that a Director of the Club is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

### Section 2

In a proceeding contesting the validity of a transaction described in Section 1, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors present and voting, even through the disinterested Directors be less than a quorum.

### Section 3

The presence of the Director, who is directly or indirectly a party to the transaction described in Section 1, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes actions on the transaction.

### Section 4

For purpose of these By-Laws, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director has a material financial interest or of which the Director is an officer, director or general partner.

## Article XII: Dissolution

### Section 1

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes .