

By-Laws

Cardinal Booster Club

Revised and Updated
April, 2016

By-Laws of the Cardinal Booster Club

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By-Laws of the Cardinal Booster Club

ARTICLE I - GENERAL

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Corporation's Restated Articles of Incorporation [hereinafter the "Articles of Incorporation"], and will be to encourage, promote and support all recognized interscholastic athletic activities of the Middleton-Cross Plains Area High School and its supervising conference(s). These By-Laws specify various matters affecting the operations and governance of the Corporation. All the terms and provisions of the Articles of Incorporation are hereby incorporated herein by reference, as if fully set forth herein. In the event any provision of these By-Laws is inconsistent or in conflict with the Articles of Incorporation or the laws of the State of Wisconsin the terms and provisions of the Articles of Incorporation and the laws of the State of Wisconsin shall prevail. In addition, in the event that any provision of these By-Laws conflicts or is inconsistent with the terms and provisions of the Middleton-Cross Plains Area School District Administrative Policies and Procedures or the Board Policies, the District Administrative Policies and Procedures or the Board Policies shall prevail.

Section 2. Name and Publicity. The name of this organization is the Middleton Cardinal Booster Club, also known as MCBC, Cardinal Booster Club, also known as CBC and Middleton Athletic Booster Club, and is also referred to in these By-Laws as "The Corporation."

- a. *Advertising.* When advertising, the Middleton Cardinal Booster Club shall follow the Middleton-Cross Plains Area School District's Advertising Policy (851) as outlined in the Administrative Policy and Procedures Manual and the Advertising/Signage at Middleton High School Athletic Venues Agreement between the School Board and the Booster Club.
- b. *Use of Photos, Videos and Audiotapes of Student Athletes.* The Middleton Cardinal Booster Club shall follow the Middleton-Cross Plains Area School District's Videotaping, Audiotaping and/or Photographing of Students Policy (343.4) as outlined in the Administrative Policy and Procedures Manual when videotaping, audiotaping or photographing students.

Section 3. Umbrella Organization. As the umbrella 501(C)3 organization, The Middleton Cardinal Booster Club (MCBC) has a fiduciary responsibility to report information about fundraising income, expenditures and any other privileges of the organization offered to Sub Clubs, Individual Teams, Team Support Networks or Club Sports recognized by Middleton High School.

- a. *Fiduciary Responsibility.* The MCBC is responsible for any and all fundraising that occurs for Middleton High School (MHS) athletic teams and is required to include that information in its financial reporting. All teams, including their Sub-Clubs and Team Support Networks, are required to follow beginning and end-of-year financial reporting requirements established by the MCBC.
- b. *Use of Tax Exempt Status.* The MCBC is responsible to ensure that it maintains non-profit and tax exempt status. All teams, including their sub clubs, are required to follow CBC procedures on the use of the tax exempt number and provide documentation to the CBC Treasurer.

Section 4. Hierarchy of Governance. The Middleton-Cross Plains Area School District School Board gives the Cardinal Booster Club the directive to monitor and report on the activities of the Board of Directors, Sub Clubs, and Individual Teams. The CBC Flow Chart describes roles and supervisory oversight.

Section 5. Formation of and Operation of Sub Clubs and Team Support Networks.

- a. *Bylaws.* Sub Clubs must submit by-laws to the applicable building principal for approval by the Superintendent as stated in the Middleton-Cross Plains Area School District's Relations with Booster/Parent Organization Procedure (881.1) as outlined in the Administrative Policy and Procedures Manual.
- b. *Fundraising.* The Superintendent or Athletic Director must approve any fundraising project planned that may affect students, school programs or activities. When using the District's name, the goal of fundraising activities should be for school purposes. Fundraising projects must meet all guidelines stated in the the Middleton-Cross Plains Area School District Administrative Policy and Procedure Manual (881.1) (374).
- c. *Obligations.* Sub Clubs and Team Support Networks must provide the Cardinal Booster Club with a financial report once a year or as specified in the Middleton-Cross Plains Area School District Administrative Policy and Procedures Manual (881.1). Fundraising efforts cannot be in competition with the Cardinal Booster Club and must have prior approval of the designated District Officials or Athletic Director as stated in the Middleton-Cross Plains Area School District Administrative Policy and Procedures Manual (881.1) (881.11).
- d. *Operations.* Sub Clubs and Team Support Networks must operate in accordance with the Middleton-Cross Plains Area School District Administrative Policy and Procedure Manual (881.1) (881.11).

ARTICLE II - MEMBERS

Section 1. Membership. The Corporation is open to membership by anyone interested in the purposes of this organization as set forth in the Articles of Incorporation. Membership shall be determined by the payment of dues to the Corporation.

Categories of Membership:

Annual Membership
2 - Year Membership
4-Year Membership
Lifetime Membership
Alumni Membership

Section 2. Dues. The membership dues will be determined annually by the Board of Directors.

Section 3. Voting Rights. The members shall not have voting rights for election of the Board of Directors at the Corporation's annual meeting. Elections for officers of the Board shall be voted on by the Board of Directors.

Section 4. Meetings. Members are welcome and urged to attend the annual and regular meetings of the Corporation pursuant to Article III, Section 6 [a] and [b].

Section 5. Private Benefit. No member is allowed to be compensated or receive credit for any activity that benefits the Middleton Cardinal Booster Club, with the following exceptions:

- Members may qualify for scholarships that assist an athlete in their pursuit of higher education to offset the cost of required equipment so that an athlete may participate in an athletic program.
- The Board of Directors may, by 2/3 majority vote, agree to conduct business for goods and services with a member, provided the Board has done its due diligence in researching other companies offering similar goods and services and deems the chosen business to be in the best interest of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage all the affairs of the Corporation. Such responsibilities shall include:

- the achievement of the Corporation's goals through officers, directors, committees and an administrative structure designated by the Board of Directors;
- the solicitation, development and investment of funds to assist the Corporation in achieving its goals;
- the formulation of any desirable amendments to the Articles of Incorporation or these Bylaws of the Corporation;
- attendance at meetings of the Board of Directors and committees thereof; and
- collaboration with the Athletic Director.

Section 2. Specifications.

- a. *Number.* The number of directors of this Corporation shall be at least fifteen (15) and reflect the number of:
 - i. individual boys and girls teams, recognized by the Middleton High School Athletic Director, that choose to have representation on the board;
 - ii. officers, who may represent a team but are not required to; and
 - iii. director-at-large positions determined to be beneficial to the board.
- b. *Residency Requirement.* Each director shall be a resident of the Middleton Cross Plains Area School District [hereinafter the "School District"], a parent or guardian of a student athlete attending Middleton High School, or an employee of the school district.
- c. *Term.* New directors duly elected at the annual meeting will take office at the following monthly meeting. Each director shall hold office for a period of three consecutive years. Each director may run for additional three year terms. A director may also be an officer of the Corporation.
- d. *Membership Requirement.* Each director shall be a member of the Cardinal Booster Club in good standing.

- e. *Disclosure of Governing Documents.* Each board member shall be provided a copy of the Restated Articles of Incorporation, the IRS and state determination letters, the Bylaws, and procedures.
- f. *Annual Agreement.* Each director is required to complete an Annual Agreement which will be provided at the beginning of each school year and upon appointment or election of new directors.
- g. *Board Committees.* The President shall assign each director to serve on a board committee. Each committee shall include at least two (2) board members, one of whom is appointed by the President as Chairperson. Committees may also include booster members and non-member community members and school district staff.

Section 3. Resignation. A director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of a Director. A director may be removed by majority vote of the Board of Directors when sufficient cause exists for such removal. A removal hearing will precede the vote to explain why it is believed the director should be removed. A vote will be taken after a quorum has been confirmed.

The Secretary will record the decision, including how many directors voted in favor of removal.

- The Board of Directors may entertain charges against any director.
- A director may be represented by counsel at any removal hearing.
- The Board of Directors shall adopt such rules for any removal hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 5. Vacancies. The Board of Directors shall endeavor to fairly represent the entire school district when filling vacancies for directors. Vacancies in the Board of Directors may be filled mid-year by appointment and by election at the annual meeting.

- a. *Appointment.* A mid-year vacancy or vacancies in the Board of Directors, occurring for any reason, may be filled by a general member in good standing who is appointed by a majority vote of the directors then in office. A vote may be taken by a show of hands. Each appointed director will hold office until the next annual meeting, when their name may be placed on the ballot for election.
- b. *Nominations.* Vacancies as a result of an elected director completing their term on the board will be filled in this manner:

- i. Any officer, director, coach, Athletic Director or member in good standing may bring a nomination to the Secretary.
 - ii. Nominations must be submitted to the secretary a minimum of 7 days prior to the Annual Meeting.
 - iii. If the nominee will be representing a team, that team's coach must approve.
 - iv. More than one nominee may be placed on the ballot.
- c. *Elections.* The current Board of Directors will elect new directors by a majority vote of the ballots cast at the annual meeting. Voting may be by an open or secret ballot as prescribed by the Board of Directors. Once elected, directors serve a three-year term.

Section 6. Meetings. An agenda will be provided with meeting notice. When making and handling motions, Robert's Rules of Order will be followed.

- a. *Annual Meeting.* A regular meeting of the Board of Directors shall be held each May at such time or place designated by those giving notice for the transaction of such business as may properly come before the meeting. In the event of failure to hold the annual meeting in May, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any business transacted at such meeting shall be as valid and effectual as if it had been transacted at the annual meeting in May.
- b. *Regular Meetings.* Regular meetings of the Board of Directors shall be held on the third Monday of each month or at such regularly recurring time and place with notice as the Board of Directors may designate.
- c. *Special Meetings.* Special meetings of the Board of Directors for any purpose or purposes shall be held whenever the President of the Corporation, or if the President is absent or is unable or refuses to act, by the President-Elect or by a majority of directors.

Section 7. Place of Meetings. The place of the annual and regular meetings will be at the Middleton High School or at such location as may be determined by the Board of Directors.

Section 8. Notices. With the exception of regular meetings as set forth in Section 6 (b) above, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each director by delivering notice, orally or in writing, at least three [3] days before the time set for such meeting or, if notification is by mail, by mailing such notice at least seventy- two [72] hours before the time set for such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, with postage

prepaid, addressed to the director at the director's address as it appears in the records of the Corporation. Neither the business to be transacted at nor the purpose or any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 9. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though the meeting had been duly held after regular call and notice if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by [a] each director not present at the meeting and [b] each director present at the meeting who objected at the meeting to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors consent in writing. Action by written consent shall have the same force and effect as the unanimous vote of the directors.

Section 11. Quorum. A majority of the number of directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or the decision of the Board of Directors, unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 12. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of directors present. At any such adjourned meeting at which a quorum is present, no business may be transacted which might have been transacted at the meeting adjourned.

Section 13. Organization. The President of the Corporation, or in the absence of the President, the President-Elect or a chairperson chosen by a majority of the directors present, shall act as chairperson at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairperson of the meetings, shall act as Secretary of the meeting.

Section 14. Executive Compensation. The Middleton Cardinal Booster Club does not have, and does not contemplate having, compensation to any officer, director or staff member now or in the foreseeable future.

ARTICLE IV - OFFICERS

Section 1. Officers. The Corporation shall have a President, President-Elect, Past-President, a Secretary, a Treasurer and such other officers as the directors may from time to time elect. No person may hold more than one office simultaneously. Officers may serve as a Team Liaison but are not required to. Each officer shall be a member of The Cardinal Booster Club in good standing.

Section 2. Number, Election, and Term of Office. The officers of the Corporation shall be chosen by ballots cast by the existing Board of Directors at the Annual Meeting, except that the office of the Past-President shall be assumed by the outgoing President, and the office of President shall be assumed by the President-Elect. New officers shall be installed at the following monthly meeting, and each officer shall hold office for a term of one (1) year or thereafter until such officer's successor shall have been duly elected and qualified or until such successor's death, resignation or removal. Election or appointment as an officer shall not in and of itself create any contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors. Unless otherwise specified therein, acceptance of a resignation shall not be necessary to make it effective.

Section 4. Removal of an Officer. Any Officer may be removed from office by majority vote of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed. A removal hearing will precede the vote to explain why it is believed the officer should be removed. A vote will be taken after a quorum has been confirmed. The Secretary will record the decision, including how many directors voted in favor of removal.

In the case of the removal of a President, the President-Elect shall become President. If the President-Elect office is vacant, the remaining Board of Directors shall appoint a new President.

- The Board of Directors may entertain charges against any officer.
- An officer may be represented by counsel at any removal hearing.
- The Board of Directors shall adopt such rules for any removal hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors: except upon the President vacating office, the President-Elect shall assume the office of President for the unexpired term of the President or thereafter until the new President shall have been duly elected and qualified or until the President-Elect who has assumed the position of President, dies, resigns or is removed. If the President-Elect office is vacant at the time the President vacates office, then business will cease until a successor has been duly appointed or elected.

Section 6. Duties of Officers.

- a. *President.* The President shall preside over meetings and have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.
- b. *President-Elect.* In the absence, refusal to act or disability of the President, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, or these Bylaws. The President-Elect shall assume to the office of President upon completion of the current President's term. The President-Elect shall be responsible to monitor compliance with the governing documents and proper order of business.
- c. *Secretary.* The Secretary shall perform the following functions:
 - i. *Articles of Incorporation and Bylaws.* Certify and keep at such place as the Board of Directors may direct the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

- ii. *Minutes.* Keep at such place as the Board of Directors may direct a book of minutes of all meetings of the Corporation, the Board of Directors and committees thereof, with the time and place of holding whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
 - iii. *Notices.* See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
 - iv. *Books and Records.* See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
 - v. *Exhibit for Inspection.* Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
 - vi. *Other Duties.* Perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.
- d. *Treasurer.* The Treasurer shall perform, or have performed under the Treasurer's direction, the following functions:
- i. *Custody of Funds.* Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - ii. *Maintain Accounts.* Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
 - iii. *Exhibit for Inspection.* Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
 - iv. *Financial Statements.* Provide interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and provide a financial report at the annual meeting of the board of Directors and at the annual meeting of the members.

- v. *Receive Funds.* Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- vi. *Other Duties.* In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 7. Executive Compensation. As set forth in Article III, Section 14, Cardinal Booster Club officers are not compensated.

ARTICLE V - FINANCIAL POLICIES

Section 1. Fiscal Year. The fiscal year of the Cardinal Booster Club shall be from July 1 through June 30 of the following year.

Section 2. Accounts and Financial Statements. The books and accounts of the Cardinal Booster Club shall be kept in accordance with generally accepted accounting principles or an other comprehensive basis of accounting, and shall be audited or reviewed by a certified public accountant at the end of each fiscal year. A copy of the financial report and profit and loss statement shall be made available to any Member of the Cardinal Booster Club who requests to review such financial statements.

Section 3. Restricted Funds. The Cardinal Booster Club may establish and maintain one or more restricted funds which shall be invested and otherwise managed in accordance with guidelines approved by the Board.

Section 4. Fundraising.

- a. *Cash Gifts.* All gifts to the Cardinal Booster Club are deemed to be unrestricted and are recorded as such. While the Cardinal Booster Club specifically encourages unrestricted gifts whose principle and/or income there from may be used for the Cardinal Booster Club purposes in the discretion of the Board, the Board will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board to be acceptable or to otherwise conform with these Bylaws and any other guidelines established by the Board for such restricted gifts. If the gift consists of a publicly traded security, the governing board shall instruct the treasurer to place the securities with a recognized broker for sale at the earliest practical date. Gifts made through electronic payment systems, such as PayPal, shall be recorded as received on the date the gift is accepted for processing by the electronic system.
- b. *Non-Cash Gifts.* Gifts of goods or services to the Cardinal Booster Club to cover expenses in the annual operating budget, referred to as 'in-kind', will be acknowledged at the same value as the expense incurred. For any in-kind gift with an apparent value in excess of \$5,000, the gift must be valued by the donor and costs associated with any appraisal are the responsibility of the donor.
- c. *Unacceptable Gifts.* The governing board makes the final decision about acceptance of gifts that:
 - May be deemed to fall outside of the Cardinal Booster Club's mission and program priorities.

- May cost the Cardinal Booster Club money, incur liability or potential penalty of any kind.
 - May not be in the best interests of the Cardinal Booster Club or those that fall outside ethical boundaries.
 - Are not able to be liquidated into cash in a reasonable amount of time.
- d. *Code of Conduct.* Representatives of the Cardinal Booster Club exercise caution to avoid pressure, persuasion or undue influence and encourage donors to seek their own counsel when considering a planned gift.
- e. *Protection of Donor's Interest.* Any information supplied to the Cardinal Booster Club by donors will be used solely to fulfill their donation and shall not be shared unless permission is granted by the donor. All requests to remain anonymous shall be honored. The Cardinal Booster Club does not sell or share donor lists.

Section 5. Dissolution. In the event of the dissolution of the Cardinal Booster Club, its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a scholarship fund for high school athletes; recipients to be determined by the high school Scholarship Committee and overseen by the Athletic Director.

ARTICLE VI - INSTRUMENTS; BANK ACCOUNTS; CHECKS AND DRAFTS; LOANS; SECURITIES

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board may authorize the President or other Board member, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cardinal Booster Club, and such authorization will be confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no Board member or agent shall have any power or authority to bind the Cardinal Booster Club by any contract or engagement or to pledge the Cardinal Booster Club's credit or to render the Cardinal Booster Club liable for any purpose in any amount.

Section 2. Investments. Except as approved by the Board of Directors, the Cardinal Booster Club shall not make any investment of surplus funds other than in an insured bank instrument such as a Savings Account, a Certificate of Deposit or a Money Market Account. The Corporation may invest its funds only in those investments which are legal for investment of trust funds as provided by Wisconsin law and as permitted by the Internal Revenue Service.

Section 3. Bank Accounts. The Board from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board. The Board may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 4. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Cardinal Booster Club, shall be signed by the President or President-Elect and by the Membership Committee Chairperson. Endorsements for deposit to the credit of the Cardinal Booster Club in any of its duly authorized depositories may be made without countersignature, by the President, the Treasurer, or any officer, agent or Member of the Cardinal Booster Club to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Cardinal Booster Club.

Section 5. Loans. No loans shall be contracted on behalf of and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No Loans may be made to any officer or Director of the Corporation, directly or indirectly except that reasonable advances of reimbursement expenses may be made at the discretion of the President and the Treasurer or, in the case of the President and the Treasurer, as determined by the Board of Directors.

Section 6. Sale of Securities. The Board may authorize and empower any Board member or other officer or agent of the Cardinal Booster Club to sell, assign, pledge or hypothecate any and all share of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or

held by the Cardinal Booster Club at any time. The Board shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VII - INDEMNIFICATION

Section 1. Action Not in Name of Corporation. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative [other than an action by or in the right of the Corporation] by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, any judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith, lawfully, and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 2. Action in Name of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court in which action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a Director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise on defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization of Indemnification Under Sections 1 or 2. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made.

- a. *Board of Directors.* By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action or proceeding; or
- b. *Legal Opinion.* If a quorum of disinterested Directors may not be attained, or if attained and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Advances for Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of disinterested directors or otherwise both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's By- Laws.

ARTICLE VIII - FUNDS ALLOCATION

Section 1. Criteria for Financial Support.

- a. *Athletic Programs.* Financial Support to specific athletic programs will be based on the following criteria:
 - First Priority will be given to durable items that benefit multiple sports.
 - Secondary Considerations will be given to requests considered to be “extra” or “nice to have” items for a given sport and not essential.
- b. *Individual Considerations.* The Board will consider individual requests for programs and/or training that enhances the Middleton High School Athletics as a whole.
- c. *Personal Reimbursement.* Request for personal reimbursements must meet the following criteria:
 - Requests must be made prior to participation.
 - Request must benefit the overall High School athletic program. It is not the intent of the Corporation to finance the enrichment of one individual athlete.

Section 2. Notice to the High School Athletic Director. All support given by the Corporation will be communicated to the High School Athletic Director to insure a smooth cooperative relationship with the School District. Team funding requests must be made by a Head Coach, to the Athletic Director. Requests will either be approved or rejected and the decision will be communicated back to the Head Coach. If the funding request is questionable, the Athletic Director will bring the request to the Board of Directors for discussion. The final determination of the financial support to the High School rests solely with the Board of Directors.

Section 3. Scholarship Fund. The Board retains the right to establish a scholarship fund which will be given at the discretion of the Board of Directors based on the majority vote of said directors.

Section 4. Student-Athlete Assistance Fund. The Board retains the right to establish a Student-Athlete Assistance Fund, which will be used to support student-athletes facing financial hardship. Funds will be distributed at the discretion of the Board of Directors.

Section 5. Retention of Items. All items purchased by the High School from funds donated by the Corporation shall be retained by and become property of the High School.

ARTICLE IX - AMENDMENT

Section 1: Authority to Amend Bylaws. Any Board Director may propose an amendment to these Bylaws at any time.

Section 2: Submitting Proposed Amendments. Proposed amendments to the Bylaws must be submitted to the President at least twenty-one (21) days prior to the next regularly scheduled board meeting and will be distributed to Board of Directors by the Secretary at least 7 days prior to the next regularly scheduled board meeting. Proposed amendment will be placed on the agenda for discussion and voted on at that meeting.

Section 3: Editing Proposed Amendments. Comments will be collected and recorded by the Bylaw Committee and shared at regularly scheduled board meetings. If further research or revisions are needed, the President may table an amendment for the next meeting and the Bylaw Committee will redraft and re-submit the edited proposed amendment.

Section 4: Voting on Amendments. These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors, plus a minimum of two (2) Officers present shall be required to adopt or repeal any amendment.

ARTICLE X - CONFLICT OF INTEREST

Section 1. Purpose. The purpose of this policy is to protect the Middleton Cardinal Booster Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or staff member of the Middleton Cardinal Booster Club. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest: a person who has a financial interest may have a conflict of interest only if the governing board or appropriate committee decides that a conflict of interest exists.

- a. *Interested Person.* Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an "Interested Person."
- b. *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - an ownership or investment interest in any entity with which the Middleton Cardinal Booster Club has a transaction arrangement;
 - or a compensation arrangement with any entity or individual with which the Middleton Cardinal Booster Club is negotiating a transaction or arrangement.

Section 3. Procedures.

- a. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after discussion with the Interested Person, the governing board or committee, absent the Interested Person, shall review the facts and circumstances of the Interested Person to determine if a conflict of interest exists. The governing board or committee, absent the Interested Person, shall then vote on whether a conflict of interest exists.
- c. *Procedures for Addressing the Conflict of Interest.* An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, (s)he shall leave the meeting during the discussion of, and the vote on, the transaction

or arrangement involving the possible conflict of interest. The governing board or committee shall provide the results of the vote to the Interested Person within 48 hours of the vote.

- If the vote results in no conflict of interest, then the conflict of interest voted on by the governing board or committee shall be considered resolved and shall be indicated in such written notice to the Interested Person.
 - If the vote results in a conflict of interest, then such written notice to the Interested Person shall identify the governing board or committee process. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - After exercising due diligence, the governing board or committee shall determine whether the MCBC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the MCBC best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. *Violations of the Conflicts of Interest Policy.* If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action in its discretion.

Section 4. Recording of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Agreement. Each board member shall annually sign an agreement which affirms:

- Their commitment to fulfill the duties and expectations of a board member
- Their receipt and understanding of the conflict of interest policies of the MCBC

Section 6. Periodic Reviews. To insure the Middleton Cardinal Booster Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. When conducting the periodic reviews, the MCBC may, but need not, use outside advisors.