

**AMENDED AND RESTATED
BYLAWS
OF THE
UPPER ST. CLAIR HIGH SCHOOL GIRLS LACROSSE BOOSTER CLUB
Adopted on May 23, 2019**

**ARTICLE I
Introductory**

**Section 1
Name**

The name of the organization is the Upper St. Clair High School Girls Lacrosse Booster Club (the “Booster Club”).

**Section 2
Definition of Bylaws**

These Bylaws constitute the code of rules adopted by the Booster Club for the regulation and management of its affairs.

**Section 3
Offices**

The principal and registered address of the Booster Club shall be 1825 McLaughlin Run Road, Upper St. Clair, Pennsylvania 15241. The registered address of the Booster Club may change as designated by the Officers from time to time.

**Section 4
Organization**

The Booster Club is a non-profit association with no shareholders, organized as a club with Members and Officers. It maintains a federal Tax Identification Number for non-profit activities. The Officers consist of a President, Vice President, Treasurer, Secretary, and Officer-at-Large, which are collectively known as the Executive Board.

**ARTICLE II
Purpose and Powers**

**Section 1
Purpose**

The primary purpose of the Booster Club is to promote a high degree of community and parent interest in and support for the Upper St. Clair High School Girls Lacrosse Team (the “Team”). In furtherance of this purpose, the following are the key objectives of the Booster Club: (1) foster a positive image of the lacrosse program in the eyes of the school, community,

and the players themselves; (2) raise money to cover reasonable expenses for the development of the Team not paid for by the high school; (3) win or lose, support the coaching staff and the lacrosse team through positive involvement in the organization; and (4) encourage all players to participate in voluntary service opportunities to help the community.

The Booster Club shall work in conjunction with and under the supervision of the School Board of the Upper St. Clair School District (“School Board”), and the Upper St. Clair Athletic Director, as well as the coach(es) of the Team, toward the pursuit of its charitable purpose, and will comply with all School Board policies regarding the operation of Booster Groups.

The Booster Club may not engage in activities that are not in furtherance of these purposes.

Section 2 Powers

The Executive Board is authorized to amend these bylaws to regulate the internal affairs of the Booster Club, including in the event of incorporation of the Booster Club as a Pennsylvania non-profit corporation.

The Executive Board and its successors shall have power to deposit the monies and securities belonging to the Booster Club in such banks and safe deposits as it may from time to time select.

The Executive Board is empowered to incorporate the Booster Club, if the Executive Board determines that it is in the best interest of the Booster Club to do so.

Section 3 Avoiding Financial Conflicts; Fair Dealing

The Booster Club and its Executive Board, as well as any ex officio officers such as the coach(es) of the Team, may not engage in self-dealing. Furthermore, any investment in or expenditure made to an outside organization, for training, tournaments, leagues, or other services provided to the Team, should be at fair market value for such services.

ARTICLE III Members

Section 1 Membership

The Booster Club is a non-profit association or club organized on a non-stock basis. The Booster Club shall have one class of members (the “Members”). Membership in the Booster Club shall be open to the parents or guardians of the Team’s players who desire to support the above purpose of the Booster Club (the “Member Families” or “Member Family”). All families of the Team’s players are encouraged to join the Booster Club. Member Families will ordinarily

join the Booster Club when enrolling a player for the Team's tryouts,¹ but may join at any time prior to April 15. Membership in the organization shall be valid for twelve (12) months following a player's acceptance of a position on the Team, provided dues are subsequently paid by the Member Family. However, Membership shall cease upon the earlier of: (1) the graduation of a player whose Family is a Member, unless such Member is the parent or guardian of another Team player who has not graduated; (2) the withdrawal or removal of a player whose parent or guardian is a Member from the Team; or (3) the removal of the Member from the Booster Club by the determination of the Executive Board.

A Member Family is responsible for payment of membership dues, which shall be determined on an annual basis by vote of the Members, at the October Meeting of the Members. Dues shall normally be paid by Members after tryouts are held and the player's acceptance of a position on the Team. To the extent that a Member Family is financially unable to pay dues, or is experiencing financial hardship, a Member Family may request that the Executive Board waive the payment of dues for reasons of financial hardship. Such request may be granted by a three-quarters (3/4) vote of the Executive Board. Upon payment of dues, or a waiver of the requirement by the Executive Board, each Member Family shall have two votes, except that no Member Family, regardless of the number of players, shall have more than two votes.

Any Member who is suspected of violating any rule, regulation or policy of the Booster Club or of the School District shall have a hearing before the Executive Board. If such Member is found to have violated a rule, regulation or policy of the Booster Club by a three-quarters (3/4) vote of the Executive Board, such Member may be suspended or expelled from membership in the Booster Club, in which case such Member shall no longer be entitled to vote. In such event, the Booster Club shall refund such Member's dues payments for that year in full.

No Member of the Booster Club shall collect any money or incur any debts against the credit of the Booster Club, nor make any statement to any published periodical or otherwise in the name of the Booster Club, nor cause to be printed anything pertaining to the organization unless authorized to do so by the Executive Board.

Section 2 Membership Meetings

At least two (2) meetings of the Members shall be held during each school year during the months of October and May (or on such other date and at such time as shall be designated by the Executive Board) (see attached Exhibit A Booster Club Schedule of Meetings and Important Events). The October meeting shall be a meeting for the review of the annual financial report, the annual budget, the approval of dues, and for the transaction of such other business as may properly be brought before the meeting. Members from the prior school year/season shall be entitled to vote at the October meeting. A second meeting of the Members shall also be held in the second half of May, following a nomination period for Executive Board officers of May 1 to May 15. If there is only one candidate for a given Executive Board office, then no voting need occur and such candidate shall be deemed an Executive Board member. However, if there are two or more candidates for any of the Executive Board positions, unless in the event of two

¹Dues are normally assessed after tryouts, so if a player does not make the Team, the Member Family may withdraw from membership and will not be responsible for payment of dues.

candidates such candidates agree to be co-officers, then a vote shall be held for such positions, in accordance with Section 9 below, at the May Membership Meeting. This meeting may (but need not) occur at the end of season Banquet for the Team's Players. In lieu of such meeting, the Executive Board may at its discretion call for an election of Officers through the Booster Club website.

All meetings shall be governed by the rules contained in "Robert's Rules of Order, Latest Edition" to the extent that those rules are not inconsistent with the Bylaws or the special rules of this Booster Club.

Section 3 Special Meetings

Special meetings of the Members may be called at any time by the President, or a majority of the Executive Board.

Section 4 Place of Meeting

The Executive Board may designate any place, either within or outside of the Township of Upper St. Clair, as the place of meeting for any meeting of the Members or for any special meeting of the Members called by the Executive Board. If no designation is made or if a special meeting is called, the place of meeting shall be the Upper St. Clair High School located at 1825 McLaughlin Run Road, Upper St. Clair, Pennsylvania 15241.

Section 5 Notice of Meetings

Written notice of every meeting of the Members shall be given by or at the direction of the President or other authorized person to each Member of record entitled to vote at the meeting, at least five (5) days, and not more than sixty (60) days, prior to the date of such meeting, unless a greater period of notice is required by law in a particular case. Notice shall be deemed to have been properly given to a Member when delivered to such Member personally, or when sent by first class mail, postage prepaid, or by email or other electronic communication including text message, to the address for email or other electronic communication, or mobile phone number, appearing on the books of the Booster Club or supplied by the Member to the Booster Club for the purpose of notice. A certificate or affidavit by the President or her/his agent shall be prima facie evidence of the giving of any notice required by these Bylaws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to such person or, in the case of email or other electronic communication, when sent. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, shall state the general nature of the business to be transacted if and to the extent required by law.

Section 6 Voting List

Upon the request of a Member, the books or records of Membership shall be produced at any regular or special meeting of the Members. If at any meeting the right of a Member to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Members entitled to vote may vote.

Section 7 Voting Rights

Members may vote on any action to be taken: (a) in person or by proxy at any meeting of Members; or, where no meeting shall be held, (b) by electronic vote through the Booster Club website, or by consents in writing. To the extent that no meeting will be held, at least ten (10) days' written notice of the proposed action(s) must be given to each Member entitled to vote thereon. Voting records, including by voice vote where in person, or by electronic votes, or signed consent(s) of the Members, shall be kept with the written records of the Booster Club.

Section 8 Quorum

A quorum shall be present at a meeting of the Members if at least ten (10) Members entitled to vote, and at least three members of the Executive Board, are represented at the meeting, in person or by proxy, except as otherwise provided by law. If a quorum shall not be present at any meeting of the Members, the Members represented in person or by proxy at such meeting may adjourn the meeting from time to time, without notice other than the announcement of the meeting, until such time as a quorum shall be present. Once a quorum is present at a meeting of the Members, the Members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, notwithstanding the withdrawal of enough Members to leave less than a quorum. If, however, any meeting of the Members cannot be organized because a quorum has not attended, the Members entitled to vote there at present in person or by proxy shall have the power to adjourn the meeting to such time and place as they may determine, except that those Members entitled to vote who attend a meeting for the election of Officers, although less than a quorum as fixed by law or in these Bylaws, shall nevertheless constitute a quorum for the purpose of electing Officers. The election of Officers may also be conducted through the Booster Club website, at the direction of the outgoing Executive Board.

Section 9 Voting for Officers

Officers of the Booster Club shall be elected by a majority vote cast by the Members entitled to vote in the election of officers at the May meeting of the Members or electronically through the Booster Club website. No election shall be necessary in the event that there is only one candidate for any given Officer position. In the case of multiple candidates for a given office, if no candidate shall receive a majority of the votes, the candidate who receives the most votes shall be elected. Except as otherwise provided by law, or these Bylaws, with respect to any matter, the affirmative vote of a majority of the Members entitled to vote on that matter and represented in person or by proxy at a meeting at which a quorum is present, or electronically if

the vote is taken electronically, shall be the act of the Members. Where a vacancy of an Officer position occurs, by resignation or otherwise, a special election may be held either in person or through the Booster Club website to fill such vacancy.

**Section 10
Proxies**

Every Member entitled to vote may vote either in person or by proxy. Every proxy shall be executed in writing by a Member, and provided to the Secretary of the Booster Club. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Booster Club. No unrevoked proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period.

**Section 11
Closing Date for Membership**

Members must join and pay dues by April 15 to be entitled to vote at the May and October Membership meetings.

**Section 12
Communications to the Membership**

Official Booster Club communications to the Membership, including emails, notifications, updates, and surveys, shall ordinarily be made through the Booster Club website, utilizing the Booster Club mailing list, unless approval for another form of communication is given by a majority vote of the Executive Board. This section is not intended to and shall not abridge the rights of Members to communicate regarding the Team and the Booster Club; it is intended to address official Booster Club communications to the Membership.

**ARTICLE IV
Officers**

**Section 1
Authority; Number; Term**

All powers of the Booster Club shall be vested in the Executive Board, which shall have charge, control, and management of the property, affairs and funds of the Booster Club, and which shall have power and authority to do and perform all acts and functions not inconsistent with these Bylaws, School Board policies, and applicable law.

1.1 The Executive Board shall consist of a President, Vice President, Treasurer, Secretary, and an Officer-At-Large, whose terms are the earlier of one (1) year or the election of new Officers. All officers are eligible to be elected to a new term. However, the position of Treasurer shall only be held for a maximum of two (2) terms.

1.2 The head coach of the Team shall be an ex officio, non-voting member of the Executive Board, until such time as the head coach shall resign or be removed from such position.

1.3 The President shall preside at all meetings of the Booster Club, safeguard any records, and have general supervision of the affairs of the Booster Club.

1.4 The Vice President shall (a) perform those duties delegated to her or him by the President; (b) in the absence of the President, or in the event of the inability of the President to serve, perform the duties of that office; and (c) should the office of the President become vacant, perform the duties of that office until such time as the vacancy is filled. The Vice President shall perform such other duties which may be assigned from time to time by the Executive Board.

1.5 The Treasurer shall (a) receive and disburse the funds of the Booster Club under the direction of the Executive Board; (b) cooperate to the extent requested by the Executive Board and/or the auditor or auditing committee, with the audit of the books and financial records of the Booster Club; (c) have custody of all financial records and documents relating to the property of the Booster Club; (d) maintain proper books of account which shall be open at all times to inspection by the Executive Board; (e) render to the Executive Board upon request a report of all activities executed as Treasurer; (f) be responsible for the financial receipts of the Booster Club and their deposit in a repository or bank account; (g) present a financial statement at every meeting of the Executive Board; and (h) present an annual budget and an annual financial report at the October Meeting. The Treasurer shall also be bonded or insured pursuant to School District Policy 6014, in an amount commensurate with the annual budget, and shall be responsible for acquiring and/or maintaining such policy of insurance. The Treasurer shall perform such other duties which may be assigned from time to time by the Executive Board.

1.6 The Secretary shall keep minutes of all meetings of the Booster Club, including meetings of the Executive Board, and shall perform such other duties which may be assigned from time to time by the Executive Board. Once approved by the Executive Board, the minutes of the meetings of the Booster Club shall be posted to the Booster Club website and/or otherwise provided to the Members.

1.7 The Officer-At-Large shall assist the President, Vice President, Treasurer, and Secretary with the above duties. The Officer-At-Large position is intended to be held open for an incoming Freshman parent, or a parent who has not previously held an Executive Board position, who is interested in learning about and supporting the Booster Club. Voting for the Officer-At-Large position shall be held after tryouts for the Team in the spring.

1.8 Any of the elected Officer positions may have a co-position holder, but in no event shall any Officer position have more than two Officers.

1.9 Candidates for Officers shall be nominated by another Member. The nominee must consent to such nomination. The nomination period for Proposed Officers shall be May 1 to May 15, other than for the Officer-At-Large position, which nomination period shall be deferred until after tryouts are held. Nominations should be made by electronic mail or other form of writing to any current Officer of the Executive Board.

1.10 The Executive Board shall establish standing committees of the Booster Club and shall appoint committee chairpersons to the standing committees on an annual basis.

Section 2 Vacancies

Vacancies occurring on the Executive Board by death, resignation, refusal to serve, player graduation, player resignation or removal from the Team, or otherwise, shall be filled by a majority vote (or a plurality vote if no majority is achieved) of the Members present at a meeting of the Members, or by a majority (or plurality, if no majority is achieved) of Members voting through the Booster Club website. Officers appointed to fill vacancies shall serve the term of office to which he or she has been appointed at which time he or she may be elected in accordance with the Bylaws for a full term.

Section 3 Meetings of the Executive Board

The Executive Board shall meet at the call of the President or three-quarters (3/4) of the Executive Board. General planning meetings shall occur after the books are audited in June of each year. At least one of these meetings shall be a budget meeting which shall precede the annual meeting of the Members in October (see the attached Exhibit A Booster Club Schedule of Meetings and Other Important Events). Special meetings may be called at any time by the Secretary or the President, or at the written request of three-quarters (3/4) of the Officers. All meetings of the Executive Board shall be held at the Upper St. Clair Community Recreation Center located at 1551 Mayview Road, Upper St. Clair, Pennsylvania 15241 unless otherwise designated in the notice of the meeting at the request of the person or persons calling the meeting.

Section 4 Quorum

At all meetings of the Executive Board, the presence of a majority of the Officers then in office shall constitute a quorum. In addition to those Officers who are actually present at a meeting, Officers shall be deemed as present at such meeting, if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, is used. The act of two-thirds (2/3) or more of the Officers present at a meeting at which a quorum is present shall be the act of the Executive Board. Two-thirds or more of the Officers present, whether or not a quorum exists, may adjourn any meeting of the Executive Board to another time and place. Notice of any such adjourned meeting shall be given to the Officers who are not present at the time of adjournment.

Section 5 Voting

Each Officer shall be entitled to one vote on each matter submitted to a vote of the Executive Board.

**Section 6
Resignation; Removal**

An Officer may resign at any time by tending his or her resignation in writing to the President, which shall become effective upon receipt by the Booster Club of email at the President's regular email address.

Any Officer may be removed from her or his office by a unanimous vote of the remaining members of the Executive Board whenever in their judgment the best interests of this Booster Club will be served.

**Section 7
Committees**

The Executive Board may establish such standing and ad hoc committees as it may deem advisable in the administration and conduct of the affairs of the Booster Club. Such committees appointed by the Executive Board shall advise and consult with the Executive Board. The Executive Board shall appoint all chairpersons of the committees. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee shall adopt its own rules of procedure.

**Section 8
Rules and Regulations**

The Executive Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Booster Club and may alter, amend or repeal any such rules or regulations adopted by it.

**Section 9
Notices**

Written notices of the time and place of all meetings of the Executive Board shall be sent to all Officers at least five (5) days in advance of the date thereof. Such notice shall set forth the time and place of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the President or another designated officer of the Booster Club and shall be delivered to each Officer by email as listed on the records of the Booster Club, or by regular first class mail at such address as listed on the records of the Booster Club.

**Section 10
Compensation**

Officers and members of all committees shall receive no compensation for any services rendered in those capacities. However, nothing contained herein shall be construed to preclude any Officer or committee member from receiving compensation from the Booster Club for other services actually rendered, or for the reimbursement of pre-approved expenses incurred by an Officer, for serving the Booster Club in any other capacity. No compensation shall be paid that would be considered an act of self-dealing hereunder.

Section 11
Action Without A Meeting

Any action required or permitted to be taken at a meeting of the Executive Board or a committee of the Executive Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto signed by all of the Officers in office or comprising the committee is filed with the Secretary of the Booster Club.

Section 12
Presumption of Assent

A Officer of the Booster Club who is present at any meeting of the Executive Board at which action on any matter is taken shall be presumed to have assented to the action unless such Officer's dissent shall be entered in the minutes of the meeting or unless such Officer shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward any dissent by email to the Secretary of the Booster Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer who voted in favor of such action.

Section 13
Other Executive Board Matters

All resolutions, complaints, proposals, or recommendations for changes in the Bylaws, as well as all proposed expenditures, shall be referred to the Executive Board in writing. All proposed material expenditures of funds shall be approved by the Executive Board through a budget process.

ARTICLE V
Fiduciary and Insurance Safeguards

Section 1
Execution of Documents

All contracts and agreements authorized by the Executive Board of the Booster Club and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Executive Board or required by law, be signed by the President and Treasurer.

Section 2
Insurance

The Booster Club may purchase and maintain liability insurance which shall cover all Booster Club activities not covered by the general liability insurance coverage maintained by the School District. Such insurance may also include coverage on behalf of any person who is or was an Officer or agent of the Booster Club, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such. In addition, as noted in Article IV, Section 1, Subpart 1.5 above, the Treasurer shall also be bonded

or insured in an amount commensurate with the annual budget, and shall be responsible for acquiring and/or maintaining such policy of insurance.

**Section 3
Club Funds**

At the end of the lacrosse season in the spring, the Booster Club bank account shall have a balance of at least \$7,000.00, to cover expenses which the Booster Club incurs in the fall and winter, prior to a renewed collection of dues.

**ARTICLE VI
Administration of Funds and Maintenance of Records**

**Section 1
Annual Report**

The Treasurer shall annually submit a report to be filed with the minutes of the annual meeting of the Executive Board which details:

- (1) the assets and liabilities of the Booster Club;
- (2) the principal changes in assets and liabilities of the Booster Club during the previous year;
- (3) the revenue or receipts of the Booster Club during the previous year;
- (4) the expenses or disbursements of the Booster Club during the preceding year.

**Section 2
Annual Budget**

The Treasurer shall annually submit a budget, to be filed with the minutes of the annual meeting, which lays out the anticipated revenues and expenditures of the Booster Club for the upcoming year.

**Section 3
Fiscal Year**

The Booster Club's Fiscal Year shall be July 1 to June 30. The books of the Booster Club shall close on June 30. All receipts shall be submitted to the Treasurer by June 15.

**Section 4
Audit**

The Booster Club shall have the accounts examined annually or at least upon the occurrence of a change in the office of the Treasurer. The accounts shall be examined either by an auditor or an auditing committee of not fewer than three (3) members, who are not authorized to sign checks and who are not members of the Executive Board. These individuals may be, but

need not be, certified public accountants. If satisfied that the Treasurer's Annual Report and any financial statements presented to the Executive Board after the presentation of the Annual Report are accurate, the auditor or auditing committee shall sign a statement to that fact. The audit shall be completed in June of each school year and must be completed by July 30 (see the attached Exhibit A Boosters Club Schedule of Meetings and Other Important Dates). The auditing committee shall be elected by the Executive Board no later than May of each school year.

Section 5 Books and Records

The Booster Club will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Executive Board and committees. The Booster Club will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Booster Club.

ARTICLE VII Amendments

Except as otherwise provided herein, the Bylaws of this Booster Club shall only be made, altered, or rescinded by the affirmative vote of three-quarters (3/4) of the Executive Board.

The Executive Board is hereby specially empowered to incorporate the Booster Club as a Pennsylvania nonprofit corporation and prepare and file all necessary documents incident to such incorporation, and to amend these Bylaws to comply with the requirements of the Internal Revenue Code, if the same is necessary, to procure an initial determination from the Internal Revenue Service that the Booster Club is organized and operated exclusively for charitable purposes and qualified as an organization exempt from taxation within the meaning of Section 501(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

EXHIBIT A

Booster Club Schedule of Meetings and Important Events **(Fiscal Year July 1 to June 30)**

July 1 - July 30: Audit of the Books of the prior year by the Auditing Committee.

July through September: Planning Meetings of the Executive Board shall be held. At least one such meeting shall be a budget meeting at which time the Executive Board shall review the Treasurer's draft of the annual financial report, and vote on a proposed budget for the upcoming school year.

July 31: On or before this date, the Treasurer shall submit a draft of the Annual Financial Report to the Executive Board.

August 31: On or before this date, the Treasurer and the President shall submit a draft budget to the Executive Board.

October: October Membership Meeting for the purpose of reviewing the annual financial report, the annual budget, the approval of dues, and for the transaction of such other business as may properly be brought before the meeting.

October through February: Pre-season events for the Team's players and USC high school students interested in trying out for the Team.

November 30th: Organizational Information Form filed with the Athletic Director.

February: Pre-season informational meeting for players and parents; time for submission of Membership Application.

March: Team Tryouts; nomination and election of Officer-At-Large position; billing and payment of dues; Team's season begins.

April 15: Final deadline for submission of Membership application and payment of dues; required in order to vote at May Membership Meeting.

May 1-15: Period for the Nomination of Officers.

May 16-31: The Booster Club shall conduct its May Membership Meeting for the purpose of electing new officers during this time frame.

June 15: All receipts must be submitted to the Treasurer by this date.

June 30: Closing of the Books of the Booster Club.