

BY-LAWS
OF
NANTUCKET BOOSTER CLUB, INC.
Amended and Restated as of January 12, 2016

Article I. NAME

The name of this organization is the Nantucket Booster Club, Inc. (hereinafter referred to as the "Club").

Article II. PURPOSE AND POWERS

Section 2.01 The Purpose of the Club is to join, in one unified body, all of the Townspeople of Nantucket who have a desire to openly and actively support the athletic programs and athletic policies of Nantucket High School at the discretion of the Board of Directors. The Club shall have all the powers and enjoy all of the privileges granted to nonprofit corporations organized under the laws of the Commonwealth of Massachusetts.

Section 2.01 The Board of Directors may also elect to support the athletic programs of the CPS Middle School at their sole discretion.

Article III. MEMBERSHIP

Section 3.01 A Board of directors will be elected annually by members of the outgoing board at the annual meeting in October of each year.

Section 3.02 The Board will consist of 9-21 positions as determined by the Board of Directors

Section 3.03 Honorary membership may be granted by the Executive Board based upon such standards of conspicuous contribution to the endeavors of the Club or the purposes for which it exists, as the Board may deem proper and fitting. Honorary members shall be entitled to vote at all meetings.

Section 3.04 Coaches can be elected to the Board of Directors. Coaches are ineligible to serve on the Executive Board.

Section 3.05 The Athletic Director is ineligible to be a member of the Board of Directors but shall serve in an advisory capacity to the Board of Directors.

Article IV. EXECUTIVE BOARD

Section 4.01 **Selection:** The affairs and business of the Club shall be managed by an Executive Board of Officers made up of not less than four members – President, Vice President, Secretary, and Treasurer. All of the officers shall be chosen by ballot at the Annual Meeting in October of each year.

Section 4.02 **Powers and Term:** The executive Board shall be chosen from the Board of Directors and shall have and may exercise all the powers of the Club, except such as are conferred by the Articles of Organization and by these Bylaws, and shall have the general direction, control and management of the property and business of the Club. Each Officer shall hold office for two years and/or until their successors are chosen and qualified.

Section 4.03 **Duties and Responsibilities:** The duties and responsibilities of each Officer are as follows:

- (a) The President shall be the chief executive officer of the Club; he/she shall preside at all meetings of the Club; he/she shall have the management of the business of the Club and shall see that all orders and resolutions of the Executive Board and/or members are carried into effect.
- (b) The Vice-President shall preside in the absence of the President at all meetings of the Club; during the absence and/or inability of the President to render and perform his/her duties or exercise his powers, the same shall be performed and exercised by the Vice-President.
- (c) The Secretary shall have custody of the corporate records and be charged with the duty of preparing and maintaining records of all membership meetings and/or meetings of the Executive Board. Prior to each scheduled meeting, the Secretary with guidance of the President and Vice President, generate the agenda for the current meeting and present the minutes of the prior meeting. In the absence of the President and Vice-President, the Secretary shall preside at all meetings of the Club.
- (d) The Treasurer shall have the care and custody of and be responsible for the funds and securities of the Club, and deposit all such funds in the name of the Club in such bank or banks as the membership may designate. He/she shall sign, make and endorse, in the name of the Club, all checks drafts, warrants and orders for the payment of money and pay out and dispose of the same and receipt therefore, under the direction of the President, Executive Board and/or membership vote. He/she shall render a statement of the financial condition of the Club at each regular meeting, and shall present a full financial report at the annual meeting.

Section 4.04 **Resignation:** Any Officer or member of the Board of Directors may resign at any time by giving written notice of such resignation to the Executive Board or to the President of the Club. Unless otherwise specified in the written notice, such resignation shall take effect upon receipt thereof by the Executive Board and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 **Removal:** Any Officer or member of the Board of Directors may be removed with or without cause at any time by the vote of two thirds (2/3) of the members at a special meeting of the members called for that purpose.

Section 4.06 **Vacancies:** A vacancy in an office by reason of the resignation, inability to act, disqualification or any other cause may at time be filled for the unexpired portion of the term by a majority vote of the remaining Officers.

Section 4.07 **Indemnification**: No officer shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as officer notwithstanding any provision of law imposing such liability, provided, however, that this provision shall not eliminate the liability of an officer, to the extent that such liability is imposed by applicable law for:

- (a) Any breach of the officer's duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- (c) Any transaction from which the officer derives an improper personal benefit.

Section 4.08 **Emergency Financial Assistance**: In the event of a request for emergency financial assistance, a vote by the majority of the Executive Board shall be sufficient to approve such aid and shall be disclosed to the members at the next meeting.

Article V. MEETINGS

Section 5.01 The Board will conduct a minimum of one meeting per year that is open to the public, which shall be the Annual Meeting in October. The Board of Directors will meet to conduct club business from time to time at a frequency and time of their choosing. The Board may also elect to conduct meetings and votes via electronic mail.

Section 5.02 **Special Meetings**: Special meetings may be called by three (3) Officers or by a Petition signed by 2/3 of the Board of Directors. Notice of any special meeting shall be delivered by electronic mail directly to each voting member at least 2 days prior to the scheduled meeting date and shall set forth the purpose for which the meeting is called.

Section 5.03 **Quorum**: Except as otherwise provided herein, by statute or in the Articles of Organization, at all regular meetings, the presence at the start of the meeting of a simple majority of the Board of Directors shall constitute a quorum for the transaction of any business at the meeting. The withdrawal of any voting member after the start of the meeting shall have no effect on the existence of a quorum after a quorum has been established at the meeting.

Section 5.04 **Voting Procedures:** Each voting member is entitled to make and second motions from the discussion floor and is entitled to one vote. In the event of a tie, the President shall cast a vote to break the tie. Voting may occur through electronic means with 2 calendar day's notification of item to be voted upon. Coaches are excluded from voting on any Club business related to the sport they coach. No voting delay shall be required for any request disclosed by the advance Notice of Special Meeting provided in Paragraph 5.02 above.

Article VI. STANDING COMMITTEES

Section 6.01 **Ad-Hoc Committees** Committees may be created and charged with specific duties and responsibilities as the Executive Board may determine necessary or advisable. Such committees may include: Concession Coordination, Homecoming Committee, Novelties Committee, Scholarship Committee, and/or Special Events Committee.

Article VII. STUART B. DAY SCHOLARSHIP

Section 7.01 **Selection:** The Club may award scholastic scholarships to graduates of Nantucket High School who participated in not less than two (2) years of sports at Nantucket High School and have completed at least one full year of post-high school education. In no event shall a graduate receive the scholarship for two (2) consecutive years. Applications shall be available through the Secretary of the Club, the Booster Club Website and/or the Nantucket High School Guidance Department and shall be submitted for review by the Scholarship Committee not later than June 1st. The Board of Directors shall establish the criteria for the awarding of the Scholarship from time to time.

Article VIII. OPERATIONAL POLICIES

The Board of Directors of the Club shall establish, from time to time, operational policies to guide the practical business operation of the Club in pursuing its objective of supporting the athletic programs and policies of Nantucket High School. The Club shall establish policies for processing requests for funding as it sees fit. Notwithstanding anything contained herein to the contrary, such policies may be amended or discontinued by a majority vote of the Board of Directors at any regular or special meeting.

Article IX. AMENDMENTS

These By-laws may be amended, altered, restated, or repealed at any meeting of the voting members of the Club, by a majority vote of members present at the meeting. A copy of the proposed amendment, restatement or repeal shall be emailed to each voting member on the membership roll not less than two (2) weeks before the meeting at which the changes shall be brought forward for adoption.

Article X. DISSOLUTION

Upon the dissolution of the Nantucket Booster Club, all property, real or personal, shall be transferred to the Nantucket High School Athletic Department Revolving Account for use in the support of the athletic programs of the school.

Article XI. PROCEDURE

The Rules contained in Robert' Rules of Order (Revised) shall govern the Club in all cases where they are applicable and consistent with these bylaws.