

MASON ATHLETIC BOOSTER ASSOCIATION
BYLAWS
April 20, 2009

ARTICLE I - ORGANIZATION

Section 1 - Name

The name of the organization shall be Mason Athletic Booster Association (“MABA”).

Section 2 – Purpose

Mason Athletic Boosters Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More specifically, the Purpose of this organization shall be to advocate for, support, promote, and advance athletic and related activities for the benefit of amateur student athletes in Mason City Schools (“MCS”), Mason, Ohio. Such activities shall enhance the development of the young men and women who participate on the field of play, those who participate from the stands and sidelines, and the Athletic Department of the Mason City School District so they would all benefit from the positive impact of sport, the investment required to participate at the highest levels, and the satisfaction of doing each individual’s and team’s very best in every sporting and academic endeavor.

To achieve this purpose, MABA shall:

1. Assist, support, and work cooperatively with the athletic director, coaches, and associated personnel of the Mason City School District.
2. Assist, support, and work cooperatively with the respective Member Booster Clubs (“MBC”) supporting interscholastic Sports at Mason City Schools.
3. Provide financial support for athletic programs, facilities, and equipment consistent with the high standards of our community and the objectives of Mason City Schools.
4. Promote enthusiastic school spirit and a unified athletic community.
5. Develop and maintain active, interested involvement and support for the athletic programs among the parents, alumni and other residents of the community.
6. Qualify for and vigorously protect MABA’s status as a not-for-profit concern under the laws and regulations of the State of Ohio and the United States government, providing the benefits of this status to the Member Booster Clubs.
7. Consistently strive to ensure that Mason City School’s athletics embodies, both in image and in fact, the best in personal growth, competition, integrity, and sportsmanship.
8. Work with the athletic department to develop, implement, and manage sponsor and vendor relationships and programs.
9. Fund MABA’s activities and initiatives.

Under **NO** circumstances shall the MABA:

1. Seek to influence or direct technical activities or policies of the school administration or the school officials who are charged with the responsibility of conducting the athletic programs of the district.
2. Engage in any activity that compromises player OHSAA or NCAA eligibility.

Section 3 – Legal Entity

MABA shall become and remain a corporation under the not-for-profit provisions of the State of Ohio. MABA shall obtain and retain recognition as a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954. No part of the net earnings of MABA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that MABA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 - Purpose hereof. No substantial part of the activities of MABA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MABA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, MABA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a not-for-profit organization as recognized by the State of Ohio.

Section 4 – Dissolution

Upon the dissolution of MABA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and have as its primary purpose to advocate for, support, promote, and advance athletic and related activities for the benefit of amateur student athletes in Mason City Schools, or to Mason City Schools, as long as it qualifies under Section 501 (c) (3) at the time of the disbursement, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of MABA 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.

Section 5 – Fiscal Year

The annual accounting period and fiscal year shall begin on July 1st and end June 30th.

ARTICLE II – MEMBERSHIP

Section 1 - Eligibility

Membership shall be open to parents (biological and/or step parents) (“Parents”) of all Athletes and to interested residents of the Mason City School District. For the purposes of these bylaws, an Athlete is defined as a student who is enrolled in Mason City Schools and is engaged in a Sport, and a Sport is defined as an inter-scholastic sports activity recognized by the Mason High School Athletic Department.

Section 2 - Acceptance for Membership

MABA has two classifications of Members.

1. Full Members - Parents of Athletes are automatically Members of MABA as long as they comply with the spirit and the letter of MABA Bylaws and Policies.
2. Special Members - Interested parties who do not qualify for Full Membership but:
 - a. Are residents of the Mason City School District
 - b. Are voted into membership by the Booster Council, and
 - c. Comply with the spirit and the letter of MABA Bylaws and Policies.

The duration of membership is one year from the most recent date the member qualifies and is accepted for membership.

Section 3 - Members’ Rights & Responsibilities

Full Members’ Rights:

1. Attend MBC meetings
2. Serve as an MBC officer
3. Attend MABA Regular and Special meetings
4. Contribute to the discussion of MABA affairs through their Sport Representative
5. Chair or serve on committees
6. Serve as the Sport Representative for their MBC
7. Serve on the MABA Executive Board as a MABA Officer

Full Members’ Responsibilities:

1. Pay dues when they are due
2. Comply with the spirit and the letter of their MBC Bylaws and Policies.
3. Comply with the spirit and the letter of MABA Bylaws and Policies.

Special Members’ Rights:

1. Attend MABA Regular and Special meetings
2. Contribute to the discussion of MABA affairs through the Member-at-Large
3. Chair or serve on committees
4. Serve on the MABA Executive Board as the Member-at-Large.

Special Members’ Responsibilities

1. Pay dues when they are due

2. Comply with the spirit and the letter of MABA Bylaws and Policies.

Section 4 - Termination of Membership

Membership may be terminated through voluntary resignation or for just cause. If any Member engages in activities detrimental to MABA or fails to comply with the spirit and the letter of MABA Bylaws and Policies, s/he may be terminated as a Member by vote of the Board. If requested by the Member in writing, the Board will conduct a hearing prior to the vote.

Section 5 – Dues and Fees

At MABA's July meeting, the Booster Council shall set the amount for Members' dues for the year. Dues for Full Members are due one week after the teams are essentially selected, and become past due two weeks later. Dues for Special Members are due as soon as the Special Member is accepted for membership and become past due two weeks later. The Booster Council shall levy other fees as required to further the purposes set forth in Article I, Section 2 hereof. Such fees become payable when levied or when team rosters for the school year are formed, whichever is later, and become past due one month later. Each MBC shall raise MABA fees and collect MABA dues from its members and remit these moneys to MABA in one lump sum.

ARTICLE III – GOVERNANCE

Section 1 – Overall Structure

MABA shall be composed of Members as defined in Article I, Section 2. Each Full Member shall also be a member of each Member Booster Club ("MBC") that supports a Sport in which their child participates. (By way of clarification, the Home Run Club would be one MBC, the Two Point Club another, etc.) Each MBC shall have one Sport Representative to serve on the Booster Council, which shall direct MABA affairs. The Booster Council shall elect Officers who shall comprise the Executive Board ("Board"), which shall manage MABA's day-to-day operations. The Mason High School Athletic Director shall be a non-voting participant in the Booster Council and Board and will serve as the liaison between MABA and Mason City Schools on all matters. MABA is comprised of Members plus the Booster Council.

Section 2 - Member Booster Clubs

Role – Each MBC shall retain authority to elect their club's officers, conduct their own affairs, charge fees, conduct fundraisers, secure sponsors, and establish rules of conduct within their club, provided that their actions do not violate the letter or spirit of MABA Bylaws, Policies, or Procedures. Each MBC shall assume full responsibility for all financial obligations it incurs. The Booster Council shall adopt such policies and procedures as needed to clarify the distribution of authority and responsibilities between the Booster Council and the MBCs.

Composition – Fourteen (14) booster clubs will become MABA Member Booster Clubs upon approval of these Bylaws if they meet the qualifications within 30 days of said approval. These MBCs support the following Sports, genders and grade level:

Charter Member Booster Clubs				
Booster Club	Sport	Gender	MHS	MMS
Cheer Boosters	Sideline Competitive	F F	Y Y	Y
Gymnastics Boosters	Gymnastics	M/F	Y	
Home Run Club	Baseball	M	Y	
LAX Boosters - Female	Lacrosse	F	Y	
LAX Boosters - Male	Lacrosse	M	Y	
Soccer Boosters	Soccer	M/F	Y	
Softball Boosters	Softball	F	Y	Y
Swimming Boosters	Swimming Diving	M/F M/F	Y Y	Y Y
Tennis Boosters - Male	Tennis	M	Y	Y
Touchdown Club	Football	M	Y	Y
CC & Track & Field Boosters	Track & Field Cross Country	M/F	Y	Y
Two Point Club	Basketball	M/F	Y	Y
Volleyball Boosters - Female	Volleyball	F	Y	Y
Wrestling Boosters	Wrestling	M	Y	Y

Qualifications –To become a MABA Member Booster Club, a candidate shall:

1. Support a Sport as defined in these Bylaws
2. Agree to comply with the spirit and letter of MABA's Policies, Procedures, and Bylaws
3. Be recommended by the Mason High School Athletic Director
4. Apply in writing confirming that the club:
 - a. Is and will remain a separate organization that desires to be affiliated with MABA
 - b. Will be subject to MABA's general supervision and control as expressed in MABA Bylaws, the uniform governing instrument
 - c. Qualifies to be exempt under IRC 501(c), and an officer
 - i. Provides a detailed description the club's purposes and activities, including sources of receipts and nature of expenditures
 - ii. Provides a written authorization to MABA to be included in its application for a group exemption under Section 501 (c) (3) as a subordinate organization.

OR

Apply in writing and provide a copy of the club's determination letter showing that it is recognized by the IRS as an exempt organization under IRC Section 501 (c) (3).

5. Be recommended by the MABA Board.

Booster Club Admittance – A booster club shall be admitted as a MABA Member Booster Club by a three fifths (3/5) vote of the Sport Representatives in attendance of any MABA meeting at which there is a quorum. If any Sport Representative objects to admitting the booster club, the President shall open the floor for discussion preceding the vote. The Sport Representative(s) shall be given the opportunity to present their case for rejecting the new member. The booster club seeking admission shall be given the opportunity to present its case for granting membership. The discussion does not have to occur in the same meeting as the vote.

Member Booster Club Termination - A booster club may be terminated as a Member Booster Club through voluntary resignation or for just cause. If any Member Booster Club engages in activities detrimental to MABA or fails to comply with the spirit and the letter of MABA Bylaws and Policies, it may be terminated as a Member Booster Club by vote of the Board. If requested by the Member Booster Club in writing, the Board will conduct a hearing prior to the vote.

Section 3 - Booster Council

Role - MABA shall be governed by a Booster Council, which directs MABA affairs. The Booster Council has the responsibility to authorize programs, initiatives and strategies, approve policies, procedures and exceptions thereto, approve job requirements and exceptions thereto, approve MABA and project budgets, elect Officers, amend Bylaws, and act of other matters properly brought to the Booster Council by the Board.

Composition - The Booster Council shall be comprised of the Executive Board and one Sport Representative from each MBC. Each Sport Representative has one vote on the Booster Council, but must be present to cast it. In order to retain their vote in the instance when the Sport Representative cannot attend a MABA meeting, at least 1 day prior to the meeting, the president of the MBC shall notify the MABA Secretary in writing (or email), designating the individual who will be the MBC's designated Sport Representative for that meeting only. In the event that an MBC does not meet the notification requirement for a designated Sport Representative, the Board may, at its sole discretion, determine that the MBC otherwise has met its notification obligation and reinstate the MBC's vote for that meeting. It is the MBC's responsibility to ensure that its Sport Representative is knowledgeable of the MBC's viewpoints and is prepared to discuss and/or vote on all issues on the agenda at each MABA meeting. The members of the Executive Board are non-voting members of the Booster Council.

Sport Representative Qualifications:

1. Full Member of MABA in good standing
2. The MBC must select the Sport Representative
3. The Board must approve the selection of the Sport Representative.

Sport Representative Election - Each MBC shall elect or appoint one Sport Representative from their membership to recommend to the Board. The MBC shall deliver the nomination to the MABA President no later than June 1. Upon a favorable vote by the Board, the Sport Representative shall be approved for a term of (1) year to run beginning July 1st through June 30th.

Sport Representative Vacancies - Should a Sport Representative be unable to complete their term, the Sport's MBC shall select a replacement who, when approved by the Board, shall serve for the remainder of the term.

Compensation – Sport Representatives shall receive no compensation for their services.

Section 4 – Executive Board

Role - The Executive Board (“Board”) shall be responsible for setting MABA’s direction, agenda, budgets, dues, and fees, managing day-to-day operations, scheduling, calling, and canceling meetings, deciding when to bring issues to the Booster Council, managing MABA funds and other assets, drafting policies, procedures, and job requirements as needed to further the purposes set forth in Article I, Section 2 hereof, drafting amendments to these Bylaws, monitoring and enforcing compliance with MABA policies and procedures including accepted financial practices and controls, proactively protecting MABA’s status as a not-for-profit tax exempt organization under the laws and regulations of the State of Ohio and United States Government, serving as the primary liaison with the Mason High School Athletic Department, filling vacancies of the Booster Council and Board resulting from failure to complete their term, and performing any other function not specifically designated to the Booster Council in these Bylaws.

Additional responsibilities of the Board include:

1. The Board shall create or dissolve committees as needed in their judgment to forward the purposes set forth in Article I, Section 2. The Board shall prescribe each committee’s function and authority.
2. The Board shall make appointments to Committee Chairs. The Board shall remove any member of any committee whenever, in the judgment of the Board, it would be in the best interest of MABA.
3. The Board shall investigate charges of MABA member conduct that is not consistent with the Bylaws, Policies, or Procedures. The Board shall make decisions concerning the results of the investigation and act appropriately on their findings.
4. The Board may recommend individual deviations from Policies and Procedures if the Board deems it necessary for specific cases and bring these recommendations to the Booster Council for approval.
5. The Board may recommend such other activities that are consistent with the objectives of MABA as stated in Article I, Section 2 hereof, consistent with the direction provided by the Mason High School Athletic Director, and permitted by pertinent regulations of the State of Ohio and the United States Internal Revenue Code for organizations of this type and bring these initiatives to the Booster Council for approval.

Composition - The Board shall be comprised of 5 Officers: President, Vice-President, Secretary, Treasurer, and Member-At-Large. Each Officer shall have one vote on the Board

Officer Qualifications – To be eligible to be an Officer, an individual shall be a Member in good standing. To be eligible to be President, Vice-President, Treasurer, or Secretary, an individual shall be a Full Member. Concurrent with their term on the Board, an Officer shall not hold two elected offices, serve in an Appointed Position, hold office in an MBC, be a member of the immediate family of another Officer, or be a member of the same MBC as another Officer. Except for the President and Vice-President, Officers may succeed themselves. Unless unusual circumstances prevent the immediate past Vice-President from accepting the role as President, the President shall have just completed a term as Vice-President. Each Candidate for Vice-President shall agree to be President-elect for the subsequent year. The Booster Council can vote to grant an exception or exceptions to these qualifications for a specific candidate.

Officer Nomination – A Nominating Committee shall be responsible for soliciting nominees and for approving and recommending all nominees to be placed on the ballot. The Nominating Committee shall be comprised of Sport Representatives appointed by the President. A minimum of one (1) candidate shall be nominated for each office. The Nominating Committee shall accept nominations via a formal letter of acceptance submitted by the nominee bearing the signatures of both the nominee and nominator. Any Member may make unsolicited nominations provided that the Nominating Committee receives the nomination letter no later than two (2) weeks prior to the Regular MABA meeting at which the Nominating Committee submits the list of candidates. The Nominating Committee shall report the list of qualified candidates at the Regular MABA meeting held nearest to but no later than June 1. The Nominating Committee shall appoint a Sergeant-At-Arms who will facilitate and present all nominations for election.

Officer Election – Officers shall be elected annually for a term of one year to run July 1st through June 30th. Elections shall be held at the Regular meeting held nearest to but no later than June 1. A plurality of the Sport Representatives present at that meeting shall be required to elect each Officer. Each nominee shall be voted on individually, not as a member of a slate. Voting shall be by secret ballot.

Officer Vacancies – In the event a vacancy occurs as a result of death, resignation, disability or termination, the Board shall elect, by simple majority, a new Officer from the Members to fill the vacancy and to serve until the term expires. Candidates to fill Officer vacancies need not be nominated by a Nominating Committee.

Compensation – Officers shall receive no compensation for their services.

ARTICLE IV – SPORT REPRESENTATIVE RESPONSIBILITIES

Section 1 – Sport Representatives duties and responsibilities as Booster Council members include:

1. Serve as a liaison between MABA and their respective MBCs:

- a. Apprise the MBC of MABA plans and activities impacting their Sport and/or MBC.
- b. Apprise MABA of issues and concerns important to the Sport and/or MBC.
- c. Present their MBC's plans for fundraising activities to the Board for approval.
- d. Provide a complete and accurate accounting of the MBC's financial transactions and financial status to the Board on a monthly basis
- e. Stimulate their MBC's involvement in MABA projects
- f. Apprise MABA of any deviations from MABA policies and procedures
- g. Communicate "best-practices" between their MBC and the rest of MABA.
2. Attend all MABA Regular and Special meetings or designate a substitute
 - a. Be knowledgeable and prepared to discuss and/or vote on issues each meeting's agenda.
 - b. Actively contribute to the discussion of MABA affairs
 - c. Vote on matters brought to the Booster Council for action
 - d. Elect Officers comprising the Executive Board
3. If unable to attend a MABA Regular or Special meeting, ensure that a substitute is designated, MABA has been notified per these Bylaws, and that the designated replacement is prepared to discuss and/or vote on issues on the meeting agenda.
4. Chair and/or serve on committees

Section 2 – Removal from office

By vote, the Board may remove a Sport Representative for just cause, including:

1. Failure to fulfill their responsibilities as a Sport Representative.
2. Failure to retain their qualifications as Sport Representative.
3. Three (3) consecutive absences from Regular meetings.

ARTICLE V – OFFICERS' DUTIES & RESPONSIBILITIES

Section 1 – General Duties & Responsibilities of Officers as members of the Board include:

1. Attend Board meetings. Be knowledgeable and prepared to discuss and/or vote on all issues on the agenda of each meeting. If unable to attend, notify the President and Vice-President before the meeting.
2. Attend Regular and Special MABA meetings. Be knowledgeable and prepared to discuss issues on the agenda of each meeting. If unable to attend, notify the President and Vice-President before the meeting
3. Apprise the Board of deviations from MABA policies and procedures
4. Actively contribute to the discussion of MABA affairs
5. Comply with the spirit and the letter of MABA Bylaws and Policies.

Section 2 – Removal from office

By vote, the Board may remove an Officer for just cause, including:

1. Failure to fulfill their responsibilities as an Officer or a Board member.
2. Failure to retain their qualifications as an Office.
3. Three (3) consecutive absences from MABA meetings (Board & Regular).

Section 3 – Office Specific Duties and Responsibilities

In addition to their general duties and responsibilities as members of the Board, the duties of the Officers shall be as follows:

President: Shall lead the Board, which has primary responsibility for the management and direction of MABA. The President shall preside over all meetings of Board and the Booster Council. The president is empowered and required to correct any action by any member of any committee that is not consistent with the Bylaws, Policies, or Procedures. The president is responsible for insuring that all elected and /or appointed position holders carry out their functions as outlined by the Bylaws, Policies, and Procedures. The President may sign, with the Secretary or any other Officer of MABA, any contracts, leases or other instruments, which the Booster Council has authorized to be executed. The president shall perform all duties incident to the office and such other duties, as may be prescribed by the Board.

Vice-President: Shall perform the duties of the President in the absence or incapacity of the President and when so acting, shall have all the powers of the President and be subject to the same restrictions. The Vice-President shall assist the President in his/her duties as requested by the President. The Vice-President shall perform other duties as assigned by the Board. The Vice-President shall supervise all committees and act as ex-officio member of them.

Secretary: Shall establish, maintain, and archive MABA's records; to include MABA membership, correspondence, and minutes. The secretary shall take and publish, in good form, the minutes of Executive Board and MABA meetings and shall conduct the correspondence of the organization. The Secretary shall publish meeting schedules, notifications, and minutes as specified in these Bylaws and in MABA Policies and Procedures.

Treasurer: Shall oversee MABA's finances and financial records. The Treasurer shall be responsible for receiving all payments to MABA and for paying all properly presented, authorized MABA expenses. The Treasurer shall maintain a record of such receipts and payments and shall render a detailed accounting to MABA at each Regular meeting. The Treasurer shall publish an annual report for the Booster Council and have MABA's financial records audited at the end of fiscal year. The Board shall designate the party to perform the audit. The treasurer shall establish proper accounting procedures for the handling of MABA Funds, and shall be responsible for keeping funds in banks, trust companies, and/or investments that are approved by the Board. The treasurer is responsible for timely submission of financial information to external entities as required to retain MABA's status as a tax-exempt organization.

The Treasurer shall define the controls, procedures, and tools to be used by the treasurer of each MBC. The Treasurer shall train the MBC treasurers in the use of these procedures and tools.

Member-at-Large: The Member-at-Large has no duties other than to actively participate in Board deliberations and to vote on issues acted upon by the Board.

ARTICLE VI – MEETINGS

Section 1 – Meeting Types

The Booster Council shall conduct its business at Regular and Special meetings of MABA. The Executive Board shall conduct its business at Board meetings. Meetings shall be held at such time, place, and time as fixed by the Board.

Section 2 – Regular Meetings

Regular Meetings of MABA shall be held as needed, but not less than 11 times per year. All Members may attend Regular Meetings.

Notice – Meeting schedules and notices shall be distributed electronically and state the date, time, location, agenda, and type of meeting. The initial schedule for the year's meetings will be distributed to Sport Representatives and the MBC presidents at or before the July Regular Meeting. Changes to the schedule shall be distributed to Sport Representatives and the MBC presidents providing at least seven (7) days notice prior to any meeting that has been changed. The Mason High School Athletic Director shall be copied on all meeting schedules and notifications. For the purposes of the Bylaws, the notice period begins on the date the notice is posted or sent.

Quorum – Three-fifths (3/5) of the Officers plus two thirds (2/3) of the Sport Representatives shall constitute a quorum for the transaction of business at any Regular or Special meeting. If a quorum is not present, any lesser number of Board members and/or Sport Representatives may adjourn the meeting at any time.

Routine Actions – On all matters except admitting new MBCs to the Booster Council, the election of officers, approval / amending Policies and Procedures, approval / amending Bylaws, assuming obligations (contractual or financial), and making disbursements, the act of a majority of the Sport Representatives present at a Regular or Special meeting at which a quorum is present shall be the act of the Booster Council. Votes shall be cast by a show of hands, unless a Sport Representative requests a secret ballot on a specific issue and that request is granted by the President, at her/his discretion.

Other Actions - New booster clubs shall be accepted as a MABA Member Booster Club as specified in Article III, Section 2 hereof. Officers shall be nominated and elected as specified in Article III, Section 4 hereof. Policies and Procedures shall be amended as specified in Article XII hereof. Bylaws shall be amended as specified in Article XIII hereof.

On matters regarding contractual or financial obligations or regarding disbursements the act of two thirds (2/3) of the Sport Representatives present at a Regular or Special meeting at which a quorum is present shall be the act of the Booster Council. The minutes shall contain a record of the vote by MBC.

Records - Full disclosure of the minutes of each Regular and Special meeting shall be made available to the entire MABA membership in a mode specified by the Booster Council. The mode shall provide a cost effective, efficient, timely method for Members to access the minutes. Unless these Bylaws specify otherwise for specific actions, the minutes shall include a summary accounting of votes on each matter.

Section 3 - Special Meetings

Special meetings may be called by or at the direction of the President, the Vice-President, or a majority of the Board with seven (7) days notice to the Booster Council. A Special Meeting can also be called by a vote of not less than two fifths (2/5) of the Sport Representatives. Except for the unique provisions in this section, the rules that govern the conduct of Regular Meetings also govern the conduct of Special Meetings.

Section 4 - Board Meetings

The President may call Board meetings with seven (7) days notice to the Officers, or sooner if agreed upon unanimously by the Board.

Notice – Board meeting schedules and notices shall be distributed electronically and state the date, time, location, and type of meeting. The initial schedule for the year's meetings shall be distributed to the Officers at or before the July Regular Meeting. Changes to the schedule shall be distributed to Officers providing at least seven (7) days notice prior to any meeting that has been changed. The Mason High School Athletic Director shall be copied on all meeting schedules and notifications. For the purposes of the Bylaws, the notice period begins on the date the notice is posted or sent.

Quorum – Three-fifths (3/5) of the Officers shall constitute a quorum for the transaction of business at Board meetings. If a quorum is not present, any lesser number may adjourn the meeting at any time. On routine matters which, in the opinion of the majority of the Board, can be handled via email, a quorum is constituted so long as the entire Board is involved in the entire email discussion, everyone votes, and Secretary retains a hard copy of the discussions and vote in MABA's records.

Routine Actions – Except in matters of Member discipline, approving or replacing a Sport Representative, and recommending a booster club as a new member of the Booster Council, the act of a majority of the Officers present at a Board meeting at which a quorum is present, shall be the act of the Board. An Officer's vote shall be cast in person at Board Meetings except on routine actions that, in the opinion of the majority of the Board, can be handled via email. On such matters, act of a majority of all the Officers shall be the act of the Board and an Officer's vote shall be cast by email.

Other Actions – At Board meetings, at which a quorum is present, the act of four fifths (4/5) of the Officers present shall be required to discipline a Member, approve or replace a Sport Representative, or recommend a booster club as a new member of the Booster Council. The vote shall be taken in a Board meeting, not by email.

Records - The minutes shall include a summary accounting of each vote cast.

ARTICLE VII – COMMITTEES

Section 1 – Authorization

The Board shall create and disband such committees, as it deems necessary to forward the purposes set forth in Article I, Section 2, except that Standing Committees shall persist. The Board shall prescribe the committee authority, responsibilities, and functions in the form of a written policy and designate a chairman. No committee shall act on behalf of the Board unless specifically authorized to do so.

Appointed Positions (Committee Chairs and Committee Members) – The Board shall appoint a Member who shall not be an Officer to oversee each committee as the Committee Chair (“Chair”). The Chair, a member of the committee, can nominate other Members to serve on the committee as needed to meet the Committee’s objectives. These Members shall be appointed to the committee upon approval by the Board. Any member of any committee may be removed by the Board when, in the judgment of the Board, it would be in the best interest of MABA.

Appointed Positions shall be appointed for a term up to one (1) year, to commence on their appointment date and end midnight, June 30. Members holding Appointed Positions may hold more than one Appointed Position in a given year and may succeed themselves. At the Board’s discretion, all Appointed Positions need not be filled in any given year.

Governance – Each committee may adopt rules for its own government that are consistent with the MABA Bylaws, Policies, Procedures, and the Committee’s mandate given by the Board. These rules shall be submitted to the Board for approval.

Records – Each committee shall maintain records of its activities and provide a written summary to the Secretary. This information shall be in sufficient detail to record major decisions, to guide further activity in subsequent years, and to record all financial transactions. In the event that the Board delegates to a Committee any authority specifically designated to the Board in these Bylaws, the Board shall require the Committee to record their proceedings.

Duties – Under the Vice-President’s supervision, the Chair shall organize, plan, and direct committee activities in conformance with the authority and responsibilities delegated to the committee by the Board. The Chair shall coordinate committee activities with the activities of MBCs through their Sport Representatives and of other committees through their Chairs as needed. Committee Chairs are expected to attend Regular and Special meetings.

Compensation – Committee Chairs and Committee Members shall receive no compensation for their services.

ARTICLE VIII – ASSET AND OBLIGATION MANAGEMENT

Section 1 – Definitions

For the purposes of these Bylaws, there are two categories of financial assets: MABA Funds and MBC Funds. The two are controlled and managed differently. MBC Funds are funds raised by each of the MBCs to support their respective programs. Each MBC decides how the funds will be raised, how they will be spent, and manages its account(s) to support its program. All financial assets other than MBC Funds are MABA Funds.

Section 2 – MABA Funds

The Board shall recommend one or more financial institutions for MABA financial assets; the Booster Council shall approve each institution before a MABA account can be opened therein. The Board shall recommend a checking account and may authorize savings accounts, savings certificates, and/or interest bearing instruments in the name of the MABA. The Booster Council shall pre-approve each. At least two Officer's signatures shall be required to open accounts or to put MABA funds in an account or instrument not insured by FDIC, FSLIC, NCUA, or the US government.

Contractual Agreements – MABA shall not borrow or invest funds or enter into a contractual agreement without the recommendation of the Board and approval of the Booster Council. At least two Officers' signatures shall be required to execute contracts that will obligate MABA.

Withdrawals & Transfers – All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of MABA, shall be signed by one of two Officers of MABA: Treasurer, or in his/her absence, the President. The President and Treasurer shall arrange with the bank for new signature authorizations within two weeks of taking office. The Booster Council shall approve withdrawals from and transfers among MABA accounts. At the act of the Booster Council, this approval may take the form of a blanket approval for transactions below a threshold amount or of a particular type or the approval may be granted on a transaction-by-transaction basis. The Booster Council may also act to approve the use of one or more debit cards for certain transactions provided proper controls of their use are in place. Nonetheless, prior to committing MABA to a liability that, in total, will exceed \$500, the Board must seek the Booster Council' approval. All expenditures, including expenditures of lesser amounts, shall be reported in detail to the Booster Council at every Regular Meeting.

Deposits – All funds of MABA shall be deposited in a timely manner to the credit of MABA in such banks, trust companies, or other depositories the Board may select.

Gifts – Any Officer may accept on behalf of MABA, any contribution, gift, bequest or device for general use or for any special purpose of MABA that is consistent with Article I, Section 2 hereof. The Officer shall notify the Board immediately upon receipt and turn the gift over for timely deposit in a Board approved depository.

Section 3 – MBC Funds

MABA recommends that MBCs adopt the methods and constraints for MBC Funds as delineated for MABA Funds in Article VIII, Section 2 herein. However, the MBCs shall follow the Policies and Procedures approved by the Booster Council that pertain to MBCs' financial procedures, tracking, controls and reporting.

ARTICLE IX – RECORDS

Section 1 – Financial Records

MABA shall keep detailed, accurate, and timely financial records for MABA Funds and MBC Funds. The contents, form, and processes shall accurately reflect the revenue, expenses, assets, and liabilities and be defined by written policy. These records and reports shall be prepared and maintained by the Treasurer for MABA Funds and the MBC treasurers for MBC Funds.

Section 2 – Archive

An archive of books, records, financial statements, and relevant documents will be maintained on school premises by the Mason High School Athletic Department. The contents, form, and processes of which shall be defined by written policy.

Section 3 – Audit

Any Member in good standing may inspect all books and records of MABA for any proper purpose at any reasonable time. However, upon approval of the Board, certain data that does not affect the substance of the information may be summarized or redacted to protect the privacy of students or other Members. At the end of each fiscal year, an audit will be conducted and a report submitted to the sitting and incoming Presidents.

ARTICLE X – INFORMATION AND PRIVACY

All information created or collected by MABA becomes property of MABA. It is for the sole use of MABA in efforts to promote athletic programs at Mason High School. No Member may distribute any MABA documents to anyone other than a MABA Member for a bona fide MABA purpose without the expressed written consent of the Board. Said documents include but are not limited to: statistics, rosters, and/or other documents procured or produced by MABA that contain Students' or Members' personal information. Anyone violating this provision is subject to disciplinary action by the Board, up to and including suspension from MABA as well as any remedies that may be available in a court of law.

ARTICLE XI – PARLIAMENTARY PROCEDURE

“Robert’s Rules of Order, Revised” shall govern the proceedings of this organization and all meetings thereof when not in conflict with these Bylaws.

ARTICLE XII – AMENDMENTS TO POLICIES & PROCEDURES

Section 1 – Procedure

Policies & Procedures shall be amended, or repealed, or new Policies & Procedures shall be adopted by two thirds (2/3) majority of the Sport Representatives in attendance of any MABA meeting at which there is a quorum. Unless the Booster Council votes to amend this process for a specific Policy of Procedure, the process to change a Policy or Procedure shall follow 4 steps:

1. Board shall draft the proposed change
2. The proposed change is read and discussed in a Regular or Special meeting
3. The proposed change is read and discussed in a second Regular or Special meeting
4. The Booster Council votes on the proposed change.

Section 2 –Records

When Policies and/of Procedures are created or amended, the Policy or Procedure as amended, shall be made available to each Officer, Sport Representative, MBC President, MBC officer(s) responsible for implementing the Policy or Procedure, and the Mason High School Athletic Director within fourteen (14) days in a mode that each party can peruse on-line or in hard copy as they desire.

ARTICLE XIII – AMENDMENTS TO BYLAWS

Section 1 – Procedure

These Bylaws shall be amended or repealed, or new Bylaws shall be adopted by four fifths (4/5) majority of the Sport Representatives in attendance of any MABA meeting at which there is a quorum. The process to change a Bylaw shall follow 4 steps:

1. Board shall draft the proposed change
2. The proposed change is read, discussed, and voted on in a Regular or Special meeting
3. The proposed change is read, discussed, and voted on in a second Regular or Special meeting
4. If the Booster Council approves the change at both readings, the proposed change is approved.

Section 2 – Records

When Bylaws are amended, the amendments, or the complete Bylaws as amended, shall be made available to each Officer, Sport Representative, and the Mason High School Athletic Director within fourteen (14) days in a mode that each party can peruse on-line or in hard copy if they desire.

ARTICLE XIV – DISSOLUTION

A four-fifths (4/5) vote of the Board shall be required to dissolve and end MABA. In that event, MABA's assets shall be distributed as required by Article I, Section 4.