

**BYLAWS OF NUHS BOOSTERS, INC.**  
**(Revised March 28, 2005)**

**ARTICLE I**  
**NAME**

The name of this organization is NUHS Boosters, Inc., incorporated under The Code of the State of Iowa, Chapter 504A, as a nonprofit corporation.

**ARTICLE II**  
**PURPOSES AND OBJECTIVES**

**Section 1. Goals and Objectives.** NUHS Boosters, Inc. exists for the purpose of broadening the involvement of students, students' families and the school, through support of co-curricular (as opposed to academic and curricular) activities in areas including but not limited to athletics, drama, and music.

**Section 2. General Purpose.** NUHS Boosters, Inc. is an educational organization under Code Sec. 501(c)(7) of Internal Revenue Code of 1986, as amended, including, but not limited to, an organization with school-related functions that is operated for the convenience of the students or the faculty or is operated in association with the school to support co-curricular activities.

**Section 3. Nonprofit Status.** The organization is a nonprofit organization. No part of the net earnings or receipts of the organization shall inure to the benefit of any private member or individual. The organization shall not carry on propaganda, influence legislation, or intervene in political campaigns on behalf of or in opposition to, any candidates.

**Section 4. Affairs to be Conducted Consistent With Tax-Exempt Rules and Regulations.** It is the intent of the organization to operate in such a manner consistent with the regulations affecting an organization exempt from Federal income taxation under provisions of Section 501 of the Internal Revenue Code of 1986, as amended. None of the affairs of the organization shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the organization. Notwithstanding any other provision of these Bylaws to the contrary, the organization shall not carry on any activity not permitted to be carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code of 1986, as amended, or any future United States Internal Revenue Law.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. Requirements for Membership.** The membership of NUHS Boosters, Inc. shall consist of those persons who support the purposes of the organization and have paid their dues to the Treasurer.

**Section 2. Classifications of Membership.** The classifications of membership shall be determined by the board.

**ARTICLE IV**  
**DUES**

Annual dues shall be in such amount as is approved by the Board of Directors and shall be for the period beginning with the commencement of the school year until the commencement of the following school year. There shall be no provision for partial year dues.

**ARTICLE V**  
**MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Meeting.** The annual meeting of the corporation shall be held during the Spring semester of each academic year.

**Section 2. Special Meetings.** A special meeting of the membership may be called at any time by the Board Chair, any three members of the Board, or ten percent of the general membership, by giving appropriate notice to all of the membership of the time, place, and proposed agenda of the meeting.

**Section 3. Appropriate Notice of Meetings.** Appropriate notice of all meetings (annual or special) of the membership shall be provided to each member at least seven days in advance. Appropriate notice may be provided via mail, e-mail, internet, or telephone. Publication of notice on the official school calendar or in the school newsletter shall constitute appropriate notice.

**Section 4. Quorum.** A majority vote of those members present at the annual meeting or at a special meeting is required for the transaction of all business, except for impeachment purposes where special conditions pertain as noted in Article XIII, Section 3. For calculating a majority, each paid membership counts as just one member.

**Section 5. Votes.** For the purposes of voting at all meetings of the membership, each paid membership may cast just one vote.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. Authority.** The Board of Directors shall be the governing body empowered to conduct the business of NUHS Boosters, Inc. All members of the Board must be members in good standing of the NUHS Boosters, Inc.

**Section 2. Number of Directors.** The Board of Directors shall consist of the Principal of Northern University High School or his or her appointed representative, the immediate past Board Chair, and at least eight persons elected by the membership at large. Every attempt should be made to have Board members who represent the various constituencies (e.g., grade levels, athletic activities, drama, music, etc.) of the NUHS Boosters, Inc. membership.

**Section 3. Election of Directors.** The elected members of the Board of Directors shall be selected at the Annual Meeting of the membership by written ballot or show of hands, as determined by the Board Chair, from a slate prepared by the Nominating Committee, and such additional nominations from the floor as are made at the time of the report of the Nominating Committee.

**Section 4. Term of Office.** Elected members of the Board of Directors shall serve a two year term, taking office upon their election, and may not serve more than two consecutive terms. The terms of elected directors shall be staggered.

**Section 5. Vacancies.** Vacancies in elected directors due to resignations, death, or otherwise, shall be replaced by a majority vote of the Board of Directors until the position can be filled by vote of the general membership at the next annual meeting.

**Section 6. Regular Meetings.** The Board of Directors shall hold regular meetings each month. If no business needs to be conducted, the Board Chair with the consent of the other Executive Committee members may cancel a monthly meeting.

**Section 7. Special Meetings.** A special meeting of the Board of Directors may be called at any time by the Board Chair, or any three members of the Board, by giving appropriate notice of the time, place, manner and purpose of the meeting to each Board member.

**Section 8. Appropriate Notice of Meetings.** Appropriate notice of all meetings (regular or special) of the Board shall be provided to each member of the Board of Directors at least seven days in advance. Appropriate notice may be provided via mail, e-mail, or telephone. Publication of notice on the official school calendar or in the school newsletter shall constitute appropriate notice.

**Section 9. Quorum.** Fifty percent of the members of the Board shall constitute a quorum.

**Section 10. Manner of Acting Between Meetings.** No actions of the Board shall be taken between meetings, except that: (1) the Executive Committee may be empowered to act on a specific matter upon authority of the Board as a whole through a vote taken at a prior regular or Special Meeting of the Board of Directors, and (2) the Executive Committee may determine that a matter is of such urgency that a vote of the Board members (using appropriate communication means) is essential.

**Section 11 . Manner of Meetings.** Regular and special meetings may be held in person or by some other appropriate means as designated by the Board Chair.

**Section 12. Compensation.** Board members shall not be compensated by NUHS Boosters, Inc.

## **ARTICLE VII OFFICERS**

**Section 1. Officers.** The officers of NUHS Boosters, Inc. shall consist of a Board Chair, Vice Chair, Treasurer, Secretary and immediate Past Board Chair.

**Section 2. Executive Committee.** The Executive Committee shall consist of the current officers.

**Section 3. Qualifications, Elections, and Terms of Office.** The officers of the Board of Directors shall be elected by the Board members as soon as is practical after the Annual Meeting of the membership. Any elected member of the Board of Directors shall qualify to serve as an officer. The term of office for any officer position of the Board shall be one year. No officer, except for the Treasurer who may serve up to four consecutive years, shall serve more than two consecutive terms . The term of office shall begin at the commencement of the school year and end at the commencement of the following school year.

**Section 4. Vacancies.** A vacancy occurring on the Executive Committee may be filled by an affirmative vote of a majority of the Board of Directors for the unexpired term of the office.

**Section 5. Duties of Officers.** The duties of the officers shall be as follows:

- A. Board Chair.** The Board Chair shall preside at all of its meetings, sign (if necessary) warrants and drafts, and all orders drawn upon the Treasury as provided by law, sign all contracts made by the Board, and appear in behalf of the corporation in all actions brought by or against it, unless individually a party, in which case the duty of the Board Chair shall be performed by the Secretary.
- B. Vice Chair.** The Vice Chair shall perform such duties as may be assigned by the Board Chair and shall serve as acting Board Chair during the absence of the Board Chair.
- C. Secretary.** The Secretary shall insure that the following duties are performed: (1) File and preserve copies of all reports made to State and Federal Agencies; (2) keep written minutes and records of the meetings and activities of the corporation; (3) give notices of all meetings; and such other duties as may be assigned by the Board of Directors or by law.
- D. Treasurer.** The Treasurer shall insure the following duties are performed: (1) receive, deposit, and accurately account for all monies belonging to the corporation; (2) pay the lawful debts and authorized expenditures of the corporation; (3) provide a monthly and annual financial statement of the corporation; and present the books of the corporation for audit by the auditing committee each May and as requested by the Board of Directors.
- E. Past Board Chair.** In addition to serving on the Board of Directors and serving on the executive committee, the Past Board Chair will serve as chair of both the Nominating Committee and the Auditing committee.

## **ARTICLE VIII STANDING AND AD HOC COMMITTEES**

**Section 1. Standing Committees.** There shall be five Standing Committees of the Board: the Membership Committee, the Concessions Committee, the Major Fundraising Committee, the Nominating Committee, and the Auditing Committee. In accordance with Article VII, Section 5, paragraph E the Past Board Chair serves as Chair of both the Nominating and the Auditing Committees. Chairs of the Membership, Concessions, and Major Fundraising Committees will be appointed by the Board Chair and approved by the Board of Directors. Members of the Standing Committees will be appointed by the Chair of the committee and approved by the Board of Directors.

**Section 2. Ad Hoc Committees.** The Board Chair, with the approval of the Board of Directors, shall appoint such ad hoc committees as are required to facilitate the operation of the Board of Directors and achieve the goals of the organization.

**Section 3. Composition of Committees.** Standing committee chairs shall be members of the Board of Directors. Committee members need not be members of the NUHS Boosters, Inc. if specifically approved by two-thirds vote of the Board of Directors. The Board Chair shall be an ex-officio member of all standing committees.

**Section 4. Term of Committee.** Committees and committee chairs shall serve from the commencement of the school year until the commencement of the following school year.

**Section 5. Committee Meetings.** All Committees shall meet as necessary to accomplish their goals, but not less than once each year.

**Section 6. Authority.** No committee shall have independent authority to act on behalf of NUHS Boosters, Inc., but shall act to assist the Board of Directors in planning and implementing the projects of the corporation.

## **ARTICLE IX PROPERTY RIGHTS**

Membership in NUHS Boosters, Inc. shall not give title or vest any of the members with any property rights or rights having monetary value of any kind whatsoever, including, but not limited to, property rights or monetary rights in Northern University High School or NUHS Boosters, Inc.

## **ARTICLE X DISTRIBUTION OF FUNDS**

**Section 1. Funds to Be Distributed.** All funds earned by NUHS Boosters, Inc., shall be distributed to accomplish the espoused goals of the corporation on an annual basis, retaining only such funds as are required for operating capital and any additional funds as deemed appropriate by the Board. No funds shall be distributed for the personal benefit of any member, officer, or director.

**Section 2. Budget.** The required level of operating capital and the projects to be supported by the NUHS Boosters, Inc. shall be as determined by the Board of Directors working in conjunction with the administration of Northern University High School, and set out in the annual budget. A preliminary budget shall be distributed to the members of the Board no later than October 1 of each year, with a final budget to be approved and distributed by December 1 of each year. No funds shall inure to the personal benefit of the members, officers, or directors.

**Section 3. Distribution of Funds Outside the Budget.** Funds not specifically authorized to be distributed by the current budget shall not be distributed without the approval of eighty percent of the Board of Directors. Notice of the meeting where approval is sought shall state specifically the amount of funds proposed to be distributed and the proposed use of the funds. No such distribution shall reduce distributions to budgeted projects or reduce the amount of reserves established in the current year's budget.

## **ARTICLE XI AMENDMENT**

These By-laws may be amended by a majority vote of the membership present at any regular or special meeting of the membership, provided appropriate notice of the proposed amendment has been given to the membership at least seven days prior to the meeting.

## **ARTICLE XII LIQUIDATION AND DISSOLUTION**

In the event of a dissolution, winding up, or the liquidation of the assets of this corporation, its assets shall be applied as follows: (1) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made for payment; (2) Assets held by the corporation under condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) All remaining assets shall be transferred or conveyed exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization, organizations under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

## **ARTICLE XIII GENERAL PROVISIONS**

**Section 1. Roberts Rules of Order.** All meetings of the membership, Board of Directors, and committees of the Board shall be conducted pursuant to the provisions of Roberts Rules of Order unless otherwise specifically provided in these Bylaws.

**Section 2. Code of Conduct.** NUHS Boosters, Inc. shall operate in full support of the school administration and staff of Northern University High School. At no time shall NUHS Boosters, Inc. make recommendations or become directly involved in the day-to-day operations of the school activity program. NUHS Boosters, Inc. is intended to support the school activities program and is in no way intended to direct the policy established by the administration of Northern University High School.

**Section 3. Removal from Office.** Any board member or officer of the corporation may be removed from office upon the unanimous vote of those in attendance at a special meeting called for that purpose of the body that elected or appointed him or her. For the purpose of such a meeting, two-thirds of that body must be present to constitute a quorum.