BYLAWS

OF

THE GEORGE MASON HIGH SCHOOL

ATHLETIC BOOSTERS ASSOCIATION

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the organization is located in Fairfax County, Commonwealth of Virginia.

SECTION 2. CHANGE OF ADDRESS

The designation of the city or county of the organization’s principal office may be changed by the Board of Directors. The Board of Directors may, with a majority vote, change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

___________________________________________ Dated: __________, 20__
___________________________________________ Dated: __________, 20__
___________________________________________ Dated: __________, 20__

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This entity is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.
SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The purpose of The George Mason High School Athletic Boosters Association (GMHSABA) shall be to encourage, maintain, and further the participation of parents, teachers, and other adults of the community in support of all athletic department programs and student athletes of George Mason High School, an educational institution. GMHSABA has attained recognition as a school-affiliated organization and shall seek any periodically required renewals of that status, although any failure to attain such status shall not alter or modify GMHSABA’s objectives and purposes.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER, ELECTION, TENURE AND QUALIFICATIONS

The initial number of directors shall be determined by the membership at the regularly scheduled meeting of the membership which includes the consideration of these Bylaws. Thereafter, the number of directors may be changed by the membership at its annual meeting, provided that the number shall not be less than three. The Annual membership meeting shall be held as the last regularly scheduled membership meeting prior to the Spring Sports Awards Banquet or as determined by the Board of Directors. Each director shall hold office until replaced by a duly elected/appointed director selected at the next annual meeting of members for a term to commence as of the ensuing fiscal year (July 1-June 30). Directors must be voting members of the organization and collectively they shall be known as the Board of Directors. Unless otherwise determined by the membership at its annual meeting, the Board of Directors shall consist of the officers of GMHSABA as specified in Article 4, Section 1 and one at-large director.

SECTION 2. POWERS

Subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of The George Mason High School Athletic Boosters Association shall be conducted and all other powers shall be exercised by or under the direction of the Board of Directors, its officers and duly appointed committee leaders. The Board of Directors shall have the right to authorize deeds, mortgages, bonds, contracts, checks, or other instruments not previously approved by the membership in amounts not to exceed $500 in the interim between membership meetings.

SECTION 3. DUTIES

It shall be the duty of the directors to:
(a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees, if any, of the organization;

(c) Supervise all officers, agents, committees and employees, if any, of the organization to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws.

SECTION 4. VACANCIES

Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board of Directors. Directors elected to fill a vacancy shall hold office until the expiration of the fiscal year after the next annual meeting of the members, or until replaced.

SECTION 5. REMOVAL OF DIRECTORS

Upon reasonable written notice, any director may be removed from office for cause by a two thirds or greater majority vote of the Board of Directors subject to approval by a majority of the membership at its next regularly scheduled meeting. Pursuant to Article 3, Section 12 of these Bylaws, any such accused director shall not vote on the issue of his/her removal from office, although he/she shall be afforded an opportunity to be heard concerning the issue both before the Board of Directors and the membership and to be confronted by his/her accuser with evidence of wrongdoing.

SECTION 6. REGULAR MEETINGS

A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, within three months of the annual meeting of the members. The Board of Directors may provide by resolution the time and place or method for the holding of the regular meeting of the Board without other notice than such resolution.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the chairperson, or a majority of the directors. The person(s) authorized to call special meetings of the Board may designate the place and/or method for holding the meeting.
SECTION 8. NOTICES

Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally, sent by mail or sent by electronic means to each Director at his/her address. The attendance of the directors at any meeting shall constitute a waiver of notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

SECTION 9. QUORUM

The majority of the Board of Directors then in office (but not less than two directors) shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum is established, it shall remain for the duration of the meeting.

SECTION 10. MANNER OF ACTING

An act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors unless otherwise provided by law or by these Bylaws.

SECTION 11. INFORMAL ACTION

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be circulated to all directors, signed by all of the directors and approved by a majority of the directors, prior to action taken.

SECTION 12. CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other directors and made a matter of record. Any director having such duality or possible conflict of interest shall not vote or use his/her influence on such matter in question, nor be counted in determining a quorum for the meeting, except as otherwise specified in Article 3, Section 5 of these Bylaws. The minutes of the meeting shall reflect such disclosure, abstention from vote, and the Board Members comprising the quorum.

SECTION 13. DUES AND FEES

Dues and fees shall be established by the Board of Directors and confirmed by a majority vote of the membership at the next regularly scheduled meeting.

SECTION 14. NON-LIABILITY OF DIRECTORS

To the fullest extent permitted by law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.
SECTION 15. INDEMNIFICATION BY THE ORGANIZATION OF DIRECTORS AND OFFICERS

The directors and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of the Commonwealth of Virginia, except for crimes of moral turpitude or misappropriation of funds.

ARTICLE 4

OFFICERS

SECTION 1. NUMBER AND TITLE

The officers of the GMHSABA shall be a president, one or more vice presidents, the number thereof to be determined by the members, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of these Bylaws.

SECTION 2. ELECTION AND TERM OF OFFICE

The officers shall be elected annually by the members. Officers shall hold office until their successors shall be duly elected or the office duly abolished.

SECTION 3. VACANCIES

Vacancies may be filled, or new offices created and filled by a majority vote of the directors, at any meeting of the Board of Directors, subject to subsequent approval by a majority vote of the members at the next regularly scheduled membership meeting.

SECTION 4. REMOVAL

Upon reasonable written notice, any officer may be removed from office for cause by a two thirds or greater majority vote of the Board of Directors, subject to approval by a majority of the membership at its next regularly scheduled meeting. The officer shall be afforded an opportunity to be heard concerning the issue both before the Board of Directors and the membership. An officer voted to be removed by the Board of Directors under this provision shall cease to operate in that capacity pending a vote of the membership as specified herein.

SECTION 5. DUTIES OF PRESIDENT

The president shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed by a majority of the directors as Chairperson of the Board of Directors, the president
shall function as Chairperson and preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or by the membership.

Specific duties of the president may be, but are not restricted to, the following:

(a) Represent the Association at meetings with outside groups or individuals;

(b) Approve operating expenditures not to exceed $250 of unobligated Association funds between general meetings;

(c) Serve on the Selection Committee for Grants and Scholarships;

(d) Prepare agendas for all meetings.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his/her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Specific duties of the vice president may be but are not restricted to the following:

(a) Serve as an executive assistant to the president and carry out those duties assigned by the president;

(b) Serve on the Selection Committee for Grants and Scholarships.

SECTION 7. DUTIES OF SECRETARY

The secretary shall:

(a) Certify and keep the original, or a copy, of these Bylaws as amended or otherwise revised to date. This power includes the power to issue conformed copies of the Bylaws on behalf of the corporation;

(b) Keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, whether a quorum was
obtained, as well as the proceedings thereof and distribute as necessary;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Keep a membership book containing the name and address of each and any current members, adding new members and deleting any individuals who have not paid or renewed their dues;

(e) Exhibit at all reasonable times to any director, officer, or member of the organization, or to his/her agent or attorney, on request therefore, the Bylaws, the membership book, the minutes of the proceedings of the directors of the organization; and any other applicable minutes kept pursuant to Article 4, Section 7 (b) of these Bylaws;

(f) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

The treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(b) Receive, and give receipt for, monies due and payable to the organization from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

(d) Keep and maintain adequate and correct accounts of the organization’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Exhibit at all reasonable times the books of account and financial records to any director, officer or member of the organization, or to his/her agent or attorney, within five (5) business days of the documented request;
(f) Render to the president and directors, whenever requested, an account of any or all of his/her transactions as treasurer and of the financial condition of the organization;

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(h) Serve as chairperson of the budget committee;

(i) Tabulate the results for Grants, Scholarships and Awards presented by the Association;

(j) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 9. NON-LIABILITY OF OFFICERS

To the fullest extent permitted by law, the officers shall not be personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE 5

COMMITTEES

SECTION 1. ESTABLISHMENT

The Board of Directors shall establish as standing committees the following:

(a) Ways and Means for the purpose of devising and implementing ways and means of raising funds to carry out the goals of the Association;

(b) Membership for the purpose of devising and implementing methods for increasing membership in the Association. This committee shall promote attendance of members at meetings;

(c) Concessions for the purpose of devising and implementing methods of operation of concessions (i.e., workers, supplies, and clean up);

(d) Special Events for the purpose of devising and implementing methods of operations for special events;
(e) Publications for the purpose of devising and implementing methods of operations for publications (or web site) of the organization;

(f) Such other committees as are necessary and appropriate. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 2. APPOINTMENT

The chairperson of each committee shall be appointed by the president with the advice and consent of the Board of Directors. Committee members shall be appointed by the chairpersons of the committee.

SECTION 3. COMMITTEES’ COMMISSIONS

The duties, responsibilities, authority and composition of all committees shall be stated in writing and adopted by resolution of the Board of Directors.

SECTION 4. TERM

All committee members shall serve until the expiration of the fiscal year after the first annual membership meeting following their appointment.

SECTION 5. REPORTS

Each committee shall submit activity reports at each membership business meeting.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, and then only in accordance with the term of authorization.
SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the treasurer and/or by the president of the organization.

SECTION 3. DEPOSITS

Funds of the organization, other than investments, shall be deposited from time to time to the credit of the organization in such federally insured banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. INVESTMENTS

Investments, excluding deposits, shall be made exclusively in Government or Government insured securities or accounts unless otherwise approved by the Board of Directors and membership.

SECTION 5. GIFTS

The Board of Directors may accept on behalf of the organization any legally valid restricted or unrestricted contributions, gifts, bequests, or devises for the nonprofit purposes of this organization.

ARTICLE 7

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization 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. Not withstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provision of the laws of the Commonwealth of Virginia.

ARTICLE 8

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the Board of Directors and subject to approval by a majority of the membership at the next regularly scheduled membership meeting. The changes to the Bylaws shall be effective upon approval of the membership or upon such date as specified in that approval.

ARTICLE 9

MISCELLANEOUS PROVISIONS

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on July 1 and end the last day of June of each year.

SECTION 2. BOOKS AND RECORDS

The organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members’ and Board of Directors’ meetings. All
books and records may be inspected by any member, his/her agent, or attorney, or the general public for any proper purpose within five (5) business days of a documented request.

SECTION 3. ANNUAL REVIEW

The Board of Directors shall provide for an independent annual review of the financial books of record.

SECTION 4. NONDISCRIMINATION

The George Mason High School Athletic Boosters Association shall make available its services without regard to race, color, religion, national origin, sex, age, sexual preference, disability, or marital status.

ARTICLE 10

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this organization filed with an office of the Commonwealth of Virginia and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11

MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The organization shall have two types of membership:
(a) Regular Membership – Awarded upon payment of the membership fee. Individuals or families of George Mason High School students – or other supporting individuals or families – may hold a membership but there is only one vote per membership;

(b) Honorary Membership – Designated by a two thirds affirmative vote of all those present and voting at a regular scheduled meeting of the members. Honorary members of post high school age may not vote nor shall they hold an office of the organization.

SECTION 2. FEES AND DUES

The following fee shall be charged for making application for membership in the organization:

Family memberships shall be at the rate of $20 annually per family. Effective July 1, 2004, family memberships shall be at the rate of $25 per family annually.

Faculty memberships shall be at the rate of $10 annually per faculty member.

The amount charged for fees may be changed by majority vote of the membership. Change in membership fee would be effective at the start of the school year following the vote of the membership.

SECTION 3. NUMBER OF MEMBERS

There is no limit on the number of members the organization may admit.

SECTION 4. MEMBERSHIP BOOK

The organization shall keep a membership book containing the name, address and phone number of each member. Non-payment of dues or non-renewal of dues shall be cause for termination of membership.

SECTION 5. NONLIABILITY OF MEMBERS

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member’s death.
SECTION 7. TERMINATION OF MEMBERSHIP

The membership of a member may be terminated immediately upon the occurrence of any of the following events:

(a) Upon his/her notice of such termination delivered to the president or secretary of the organization personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) If this organization has provided for the payment of dues by members, upon a failure to renew his/her membership by paying dues on or before their due date.

(c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the organization. Any person expelled from the organization shall receive a prorated refund of dues already paid for the current dues period.

ARTICLE 12
MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

The place of meetings of the George Mason High School Athletic Boosters Association shall be at the George Mason High School located at 7124 Leesburg Pike Falls Church, Virginia.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings shall be held on a monthly basis during the school year or on such other periodic basis as may be decided by the membership.

An annual meeting of members shall be held prior to July 1 of each year, for the purpose of electing directors and officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by secret ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.
SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by the Board of Directors or on the request of not fewer than 15 members of the organization.

SECTION 4. NOTICE OF MEETINGS

The notice of meetings shall be provided to the membership. Notice of special meetings shall be written or printed stating the place, date, and hour. Such notice shall be delivered, either personally or by mail or electronic means to each member not fewer than 5 nor more than 30 days before the date of such meeting, by or at the direction of the president, or the secretary, or the directors or persons calling the meeting. The purpose(s) for which the meeting is called shall be stated in the notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of five (5) of the voting members of the organization.

SECTION 6. VOTING RIGHTS

Each membership is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors and officers, however, shall be by written ballot.

SECTION 7. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the president of the organization or, in his/her absence, by the vice president of the organization or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the organization shall act as secretary of all meetings of members, provided that, in his/her absence, the presiding officer shall appoint another person to act as recording secretary of that meeting. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent, or in conflict with the Articles of Incorporation, these Bylaws, or the provision of law.
ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of sixteen (16) preceding pages, as the Bylaws of this organization.

Dated: _____________________________

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