

WOODBRIIDGE WARRIOR BOOSTER CLUB
AMENDED AND RESTATED BYLAWS

Section 1: Preamble- The Woodbridge Warrior Booster Club is created as a non-profit 501c3 organization under the laws of the United States and the State of California.

Section 2: Mission- The mission of the Woodbridge Warrior Booster Club is to support all CIF Interscholastic sports ~~and the Pep Squad~~, at Woodbridge High School. Support for Boosters shall be consist of three seasonal events. The events are a Festival in Fall, Irvine Half Marathon in Winter and Golf Tournament/Gala in the Spring.

Section 3: Governing Rules- Except where otherwise specified, the meetings of the Woodbridge Warrior Booster Club shall be governed by the rules and procedures set forth in the *Roberts' Rules of Order*.

Section 4: ~~Bylaws Effective Date~~Adoption and Revisions- These bylaws shall be effective immediately upon adoption by a majority vote, by those members present at the general meeting at which they are proposed. Amendment or revision or replacement of these rules may ~~only~~ occur at a scheduled meeting of the the annual meeting of the Woodbridge Warrior Booster Club. Revisions must be presented at a prior meeting or via email within 7 days advanced notice. Such Amendment or revision is only effective after a majority approval of such amendment or revision, by general membership of those members present at the annual meeting of the Woodbridge Warrior Booster Club.

Section 5: Membership in the Organization- All persons or organizations that desire to become members of the organization, are fee to do so upon annual payment of those fee's adopted by the Woodbridge Warrior Booster Club Board of Directors.

Section 6: Annual Meeting- The general membership of the Woodbridge Warrrior Booster Club shall have an annual meeting on the First or Second Monday in June of every Calendar year, ~~after these bylaws are adopted.~~ All offices that are part of the Executive Committee, except the Parliamentarian, shall be filled by vote of the members at the annual meeting. Only those members present shall be allowed to vote. The Secretary shall accept no proxy votes.

Section 7: Board of Directors-

- a. The Board of Directors of the Woodbridge Warrior Booster Club shall be comprised of one representative of each interscholastic sport ~~and Pep Squad~~ at Woodbridge High School. Where a sport has both a Boys' Team and a Girls' Team, one representative of each shall sit on the Board of Directors. The Head Varsity Coach of the sport shall choose the individual sport's representative. There shall be no criterion set by this organization as to whom a Coach may designate. The Board of Directors shall meet each month, except August. The Executive Committee and or the President, may call special meetings, however, notice of said meetings must be given at least 7 days prior to the special meetings. Notice shall be properly given by Telephone, Mail, or by electronic mail with notice of receipt attached.

- b. The Treasurer shall maintain all books and financial records of the Woodbridge Warrior Booster Club. Two signatures must appear on all checks written on behalf of the organization. These signatures must include the President or Vice President/President Elect, the Treasurer of the Executive Committee or the Secretary. The Treasurer will prepare an Annual Report to be distributed to the organization members at the Annual Meeting that accurately reflects the financial status of the Woodbridge Warrior Booster Club and file a timely Tax Return. The Treasurer shall also report to the Board of Directors at every meeting. That report shall include a summary of all financial transactions engaged in by, or in the name of, the Woodbridge Warrior Booster Club since the last report. The Secretary receives the detailed copy of all financial transactions. No person may open or maintain a Bank Account in the name of the organization that has not been approved by the Board of Directors. The Board of Directors shall approve all non-budgeted financial expenditures.
- c. The Financial Secretary shall be responsible for all deposits made on behalf of the organization and shall closely coordinate all financial transactions with the Treasurer. The Financial Secretary shall assist in the maintenance of a continuing financial report of the organization. In no event shall a person serve as both Financial Secretary and Treasurer in the same year.
- d. The Membership Chair is the head of the Nominating Committee and shall maintain the rolls of the organization. The Membership Chair is charged with the responsibility of increasing the membership rolls of the organization and to distribute to each member of the Board of Directors a list of those persons in the Director's sport who are members of the organization.
- e. The Parliamentarian shall maintain the Bylaws of this organization, reviewing and revising them annually. The Parliamentarian shall enforce *Roberts' Rules of Order* at the Board and Executive Committee Meetings.
- f. In the event a member of the Executive Committee is unable or unwilling to serve, the Board of Directors shall replace that Committee member at the next monthly meeting by a proper majority vote of the Board. The President shall move for replacement of any member of the Executive Committee who fails to attend three consecutive regular meetings of the Board of Directors.

Section 8: Annual Financial Review- A "Financial Review" of the financial records shall be performed once annually. It shall be the responsibility of the Executive Committee to appoint an auditor in June of each year for the purpose of conducting an independent Financial Review for the preceding fiscal year of July 1 through June 30. Such a Financial Review shall be completed on or about ~~September 15~~ August 15 of each fiscal year for the preceding year and be presented and adopted at the first meeting of the school year.-

Section 9: Quorum- Only those actions taken after approval of a majority of the Board of Directors present at a meeting in which a quorum is present are binding upon the Woodbridge Warrior Booster

Club. A quorum is present where is one-third (not counting members of the Executive Committee) of the Board of Directors.

Section 10: Executive Committee-

- a. The Executive Committee shall consist of a President, Vice-President/President Elect, Vice President/Ways and Means, Treasurer, Financial Secretary, Membership Chair, Secretary and Parliamentarian. The Board of Directors shall appoint a special committee, led by the Membership Chair, to choose a slate of nominees for the Executive Committee. That special committee shall be formed in March of each calendar year. The committee shall consist of no fewer than four, nor more than six, other members of the organization. No person, with the exception of the Chair, may serve on the nominating committee in consecutive years. The Executive Committee positions (with the exception of President, which is by definition filled the previous year and the Parliamentarian, which is appointed by the Executive Committee) shall be elected by vote of the general members at the Annual Meeting of the Woodbridge Warrior Booster Club. No Executive Committee member may hold the same position for more than two consecutive years. The Executive Committee, with the recommendations of the Nominating Committee, shall also appoint the Chairs of the ~~Snack Bar, Social Committee, Communications, Fall Festival Chair, Irvine Half Marathon Chair, and Golf/Gala Chair, and Newsletter.~~
- b. The President of the Executive Committee shall not vote at the Board of Directors meetings with exception of a tie involving a vote of the Board of Directors. No member of the Woodbridge Warrior Booster Club may bind the organization to any contracts or agreement without the prior approval of such contracts or agreements. Prior to approval of such contracts or agreements, the Executive Committee shall be presented with the budget detailing the costs involved.
- c. The President administers meeting of the Board in accord with proper Parliamentary procedure and shall be the primary representative of the Woodbridge Warrior Booster Club at all meetings and negotiations with other groups and organizations involved with the Woodbridge Warrior Booster Club.
- d. The Vice President/President Elect acts in the place of the President when the President is unable to attend and holds all powers of the President when so acting.
- e. The Vice President/Ways and Means is the chair of all Fund Raising activities undertaken on behalf of the organization.
- f. The Secretary shall take and maintain minutes of all meetings and shall maintain a list of all members of the Woodbridge Warrior Booster Club. It is the duty of the Secretary to maintain a copy of all documents distributed at each Board of Directors meeting for the prior four years. The Secretary shall also administer the annual vote of members and shall tally the votes of the annual meeting and certify any elected office as well as any amendments to, or adoption of bylaws.

Section 11: Volunteer Incentive Structure

- a. Members of the Executive Committee shall be entitled to a \$500 booster contribution to a sport of their choice. The contribution can go toward sports camps and registration donations. The contribution can be split between multiple sports, but will not exceed more than \$500.**
- b. Members of Executive Committee shall also be entitled to \$250 toward summer camp for one sport.**
- c. Members of the Board shall be entitled to a \$500 booster contribution to a sport of their choice. The contribution can go toward registration donations, but may not be used for sports camps. The contribution can be split between multiple sports, but will not exceed more than \$500.**
- d. Incentives may not exceed \$500 per member or sport representative.**

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Section ~~11~~ 12: Advisory Committee-

- a. Proposals to extend funds except for the operations of Boosters activities such as the Half Marathon shall only be considered if presented by the Athletic Director(s) of their designated representatives.
- b. Following the June meeting of the Board, any funds in the Booster account in excess of \$10,000.00 plus any binding commitments shall be transferred to the account of the Athletic Directors for use in the budgeting for the following school year.

Section ~~12~~ 13: Special Committees- The Executive Committee has the authority to appoint Special Committees to administer and operate special projects such as the Half-Marathon, or other projects that the board might adopt. All actions taken by the Special Committees are subject to the Board of Directors review and consent.

CERTIFICATE OF SECRETARY

I am the duly elected Secretary of the Woodbridge Warrior Booster Club;

These Bylaws were adopted by a majority vote of those members present at the meeting of the Woodbridge Warrior Booster Club present at which they were presented for vote.

Dated: _____

Deanna Isaacman, Secretary

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
WOODBIDGE WARRIOR BOOSTER CLUB
A California Non-Profit Corporation**

July , 2018

The undersigned, being all of the members of the Executive Committee of the Board of Directors of Woodbridge Warrior Booster Club, a California Non-Profit corporation (the "Club"), hereby take the following actions and adopt the following recitals and resolutions:

WHEREAS, the Board of Directors desires to amend the restate the Club's Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws in substantially the form attached hereto as Exhibit A (the "Restated Articles"), be, and they hereby are, adopted and approved.

RESOLVED FURTHER, that the Secretary of the Club is authorized and directed to execute a certificate of the adoption of said bylaws and to enter said bylaws and to enter said bylaws as so certified in the Minute Book of the Club.

The undersigned have executed this Action by Written Consent as of July , 2018.

Jay Lyon, President

Steve Averill, Vice President

Ernie Kwan, VP Ways & Means

Tom Ploof, Treasurer

Francheska Anderson, Parliamentarian