

Amended and Restated Bylaws of the Seaman Athletic Booster Club

Revision Date: [November 8, 2023](#)

PREAMBLE

The Amended and Restated Bylaws of the Seaman Athletic Booster Club (“Bylaws”) shall be subject to, and governed by, the Kansas General Corporate Code, K.S.A. 17-6001 et seq. (“Corporate Code”), and amendments thereto, and the Articles of Incorporation of Seaman Booster Club Inc. In the event of a direct conflict between any provision of these Bylaws and Articles of Incorporation or the mandatory provisions of the Corporate Code, the Articles of Incorporation or the Corporate Code shall control.

ARTICLE 1 – GENERAL PROVISIONS

1.1. Name

The name of the organization as designated in its Articles of Incorporation is the “Seaman Booster Club, Inc.” and hereafter referred to as the “Club” in these Bylaws. Additionally, the Club is doing business as “Seaman Athletic Booster Club” and may be referred to as “SABC”.

1.2. Office and Identifiers

The address of the registered office is: 4850 NW Rochester Rd., Topeka, Kansas 66617. The Executive Committee may change the address of the registered office from time-to-time.

1.3. Fiscal Year

The fiscal year of the Club shall commence on the first day of July of each year and shall terminate on the last day of June the following year.

1.4 Purpose

The Club is organized exclusively for charitable purposes and support of the advancement of education within the meaning of IRC Section 501(c)(3), or corresponding future section of the federal tax code. The Clubs exists as a charity organized for the advancement of education through the promotion of student athletics, support for good sportsmanship, promotion of school spirit, support for good citizenship, and supporting the physical, mental, and educational development of student athletes.

No part of the net earnings of the Club shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Club 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 1 hereof. No substantial part of the activities of the Club shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Club 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 of public office. Notwithstanding any other provision of these Bylaws; the Club shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a Club, 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.

1.5 Mission Statement

“To support the athletic programs at Seaman High School by promoting good sportsmanship, school spirit, citizenship and the physical and mental development of the athletes, to provide physical and financial support in strict compliance with the KSHAA, Seaman High School, and IRC Section 501(c)(3), or corresponding future section of the federal tax code.”

1.6 Official and Virtual Information

The official email address of the club is: seamanathleticboosterclub@gmail.com.

The official website of the club is: www.seamanathleticboosterclub.com.

Federal EIN: 76-0740228.

Kansas Business Entity ID Number: 0572545 (SEAMAN ATHLETIC BOOSTER CLUB is registered in Kansas as a Kansas Not For Profit Corporation).

ARTICLE 2 – MEMBERSHIP, VOTING and LIABILITIES

2.1 Membership

Any individual who supports the Seaman Athletic Booster Club Purpose and Mission Statement and pays the annual membership fee will be considered a member.

2.2 Nondiscrimination

Membership in the Club and participation in its affairs shall be open to any person without regard to religion, race, color, sex, national origin, age, marital status, sexual orientation, disability or other legally class or category. Within the limitation imposed by the facilities available to the Club and the desirability of harmonious association among its members, any person who meets the requirements as determined by the Executive Committee is eligible to hold a membership.

The Club shall maintain a nondiscrimination policy which conforms with the requirements of Federal, state and local laws and regulations.

2.3 Suspension of Membership

The Executive Committee, after due deliberation, may restrict, suspend, or terminate the membership of any member for good cause, including, but not limited to, the nonpayment of any dues and/or fees owed by such member, or conduct which, in the judgment of the Executive Committee violates Club policies or damages the Club’s spirit of harmonious association.

2.4 School Liaison

The Seaman High School Athletic Director will be the official liaison between the Club and Seaman High School.

2.5 Rights of Members

Members in good standing shall have one (1) vote on all matters brought before a vote of the membership. It is the responsibility of members to ensure the Club has an accurate email on file for use in virtual communications.

2.6 Voting

Absent specific exemption by the Executive Committee, members must be physically present in-person to vote at a meeting of the Club. However, the Executive Committee may through a majority vote of the Executive Committee approve a specific motion or action of the Club, which allows or requires a general membership vote to be conducted in whole or in part utilizing virtual methods to include email. The Executive Committee must specify what methods of virtual voting will be accepted prior to general membership votes being cast. When electronic virtual communications have been approved by the Executive Committee for meeting attendance, a member present and participating through virtual format shall be considered present and voting.

2.7 Limits of Liability and Indemnification

Except as otherwise provided by law, no Director, Officer, club member, agent or volunteer ("indemnitee") of the Club shall be liable for the debts or obligations of the Club, or personally liable in that capacity for a claim based upon any act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Club, for acts or omissions in bad faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Except as to matters as to which personal liability may be imposed, as provided in the previous sentence, the Club shall indemnify, defend, and hold all indemnities harmless from any cost or expense, including reasonable attorney fees, which might be incurred by them by reason of any claim or suit against them arising out of the performance of their duties on behalf of the Club.

2.8 Register of Members

The Club shall keep a current register of membership which shall contain the name, address, email address, phone number and other identifying information of each member. The register shall be open to inspection of any member upon reasonable notice.

ARTICLE 3 – MEETINGS

3.1 Monthly Meetings

Monthly meetings of the Club's membership will be held at 6:30 p.m. the 2nd Wednesday of the month at Seaman High School, or at such other place as designated by the Executive Committee (except December, June, July). The Executive Committee by majority vote may approve virtual attendance at any meeting. The President may re-schedule a meeting when a significant conflict for attendance of the Executive Committee exists. Notice of any change to a monthly meeting of the Club's membership will be provided via electronic mail and posted within the official website of the Club at least 3 days in advance of the meeting.

3.2 Eligibility to Vote

Any member shall be eligible to vote at a meeting of the Club's members, provided that, the member is current on Club dues as determined by the President.

3.3 Special Meetings

Special meetings may be called by the President. Notice of a special meeting shall be provided at least 5 days prior to such meeting and may be provided by electronic mail. The Executive Committee by majority vote may approve virtual attendance for special meetings.

3.4 Quorum

There must be at least five (5) members present, two (2) of which are current Executive Committee members, for there to be a quorum for the transaction of business. In the absence of a quorum, a majority of members present may adjourn the meeting. Once a quorum has been established, the subsequent withdrawal of a member shall not affect the ability of the members to transact business brought before said meeting.

3.5 Adjournment of a Meeting.

Any meeting of the members may be adjourned from time to time by a vote of a majority of the members present. It shall not be necessary to give notice of the adjourned meeting or of the business to be transacted, unless the adjournment is for a period of longer than thirty (30) days, in which case, notice of the reconvention of the meeting shall be given as in the case of an original meeting. All reconvened meeting times shall be posted within the official website of the Club at least 3 days in advance of the reconvened meeting.

ARTICLE 4– OFFICERS AND COMMITTEES

4.1 Powers

The business, property and affairs of the Club shall be managed by the Executive Committee, each of whom shall be an active dues paid member of the Club. At least a majority of the members of the Executive Committee shall possess the rights of the majority. Each Officer shall hold office for the term for which he/she is elected until his/her successor is elected and qualified.

4.2 Officers

The Club shall have up to six (6) officers. The following officers will be elected on an annual basis and can be re-elected for additional terms: Vice-President, Secretary, Treasurer, and Member at Large. Officer elections are by majority vote of the members and shall take place at the last monthly meeting of the fiscal year. In order to be eligible to fill an officer position a member must have attended at least five (5) meetings of the Club within the applicable fiscal year; provided, however, that an exception to the attendance rules may be approved by unanimous vote of a quorum of the Executive Committee present and voting at the June meeting.

4.3 Vacancies

The President may nominate an officer as needed to fill a vacancy from a prior duly elected officer, subject to approval of a majority of the Executive Committee. Such person shall serve until the end of the term of the officer being replaced.

4.4 Term of Office

The term of office of the President, Vice-President, Secretary, Treasurer, Member at Large, and Past President shall be one year, and shall commence at the adjournment of the last meeting of the fiscal year.

4.5 Duties and Responsibilities of the Officers

The officers shall have the following duties and responsibilities:

4.5.1 President: The President shall preside at all meetings of the membership and of the Executive Committee, shall perform such other duties as may be determined by the Executive Committee and shall perform such other duties as generally devolve upon a chief executive officer;

4.5.2 Vice-President: The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, shall serve as the head of the Spring Dinner/Auction Committee, act as a liaison between the parent representative of each team and the Club, and shall perform such other duties as may be prescribed by the Executive Committee. The Vice-President automatically fills the President office the following year;

4.5.3 Secretary: The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members of the Club and of the Executive Committee, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers of the Club. This includes the filing of the Club's annual requirements with the Kansas Secretary of State's Office in August of each year, and the submission of the Clubs Annual Return with the Internal Revenue Service in October. The Secretary shall perform such other duties as may be prescribed by the Executive Committee;

4.5.4 Treasurer: The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into possession of the Club, shall maintain a bank account in name of the Club, shall furnish at meetings of the Executive Committee and membership, or whenever requested by the Executive Committee, a statement of the financial condition of the Club, and shall perform such other duties as the Executive Committee may prescribe.

4.5.5 Member at Large: The Member at Large shall aid the officers as needed and shall perform such other duties as may be prescribed by the Executive Committee.

4.5.6 Past President: The President automatically fills the Past President office the following year. The role of the Past President is to serve as an advisor to the President and the Officers.

4.6 Executive Committee

The officers shall make up an Executive Committee. A quorum at all Executive Committee meetings shall consist of a majority of the officers. All votes of the Executive Committee unless otherwise specified in these Bylaws require a quorum of the Executive Committee to be present. All events will be reviewed annually by the Executive Committee for their effectiveness. The Executive Committee may meet separately from the general membership meetings. Notice of Executive Committee meetings shall be provided via electronic mail to each Officer at least 3 days in advance of the meeting; provided, however, that such notice may be waived by written instrument by any Officer, either before or after such meeting has been held. Minutes from these Executive Committee meetings will be recorded and read at the next general membership meeting.

4.7. Action without Meeting. Any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent, in writing, setting for the action so taken, shall be signed by all of Officers entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a majority vote.

4.8 Removal of Officer

The Executive Committee after due deliberation, through a unanimous vote of a quorum of the Executive Committee present and voting may restrict, suspend, or terminate any Club officer for good cause, including, but not limited to, the nonpayment of any dues and/or fees owed by such officer, or conduct which, in the judgment of the Executive Committee violates these Bylaws or any policy adopted by the Club, harms the club, or damages the Club's spirit of harmonious association.

ARTICLE 5 – FINANCES

5.1 Fiscal Year

The fiscal year of the Club is July 1 through June 30 of the following year.

5.2 Expenses

The expenses of the Club shall be borne by revenues from fundraising, donated items, donated funds and membership dues.

5.3 Payment Approval

The President, Vice President and Treasurer's signatures shall be on file with the bank for signature on checks issued by the Club. Two signatures (one of which is the Treasurer, and the other of which is the President or Vice President) shall be required on ALL checks. The Vice

President shall assume the duties of Treasurer if said person is unavailable for an extended period of time or ineligible to perform the duties.

5.4 Countersign Restriction

No officer shall approve or countersign a check that has been issued to him or herself.

5.5 Annual Budget

The Club shall approve an annual budget prior to adjournment of the last monthly meeting of the fiscal year. The annual budget shall include recurring monthly and annual expenses, seasonal needs, budget expectations for annual club events, team patches, athletic letter awards, achievement board updates, and other budget expectations for the upcoming year. The budget and any attachments shall be presented by the Executive Committee, discussed/reviewed by the general membership present at the last monthly meeting of the fiscal year and voted upon. The annual budget approval vote requires a majority vote of a quorum of the Executive Committee.

5.6 Wish List Program

The Club provides financial support for student athletes of Seaman High School for the advancement of education through the promotion of and support for good sportsmanship, school spirit, citizenship, and supporting the physical and mental development of student athletes. Annually the club supports a coaches' "Wish List Program". This list is presented each April by the Athletic Director for a reading and is tabled and voted on by the general membership present at the May meeting. It is the intent of the Club to support the "Team" and to provide fair and equal financial support opportunity to ALL teams at Seaman High School based on student participation. Wish list items must be approved in advance of the purchase, the Club will not pay for items that are purchased prior to the approval. Any wish list item not purchased within 11 months from date of approval will not be funded by the Club.

5.7 Special Needs Protocol

Additional funds for special needs may be requested by the Athletic Director outside of the wish list program. However, each request will be discussed and tabled until the next meeting, when possible. Special needs requests may include sponsorship of student/athlete attended functions. Special needs requests must be presented to the Executive Committee for unanimous approval prior to being considered by a membership vote. At the following meeting, a motion to fund the special need must be made and voted on by the general membership present. This general membership vote requires a 2/3 majority vote of members present at the meeting; provided, however, that in the event of a time-critical situation as determined by the Executive Committee, the Executive Committee can approve a special needs request upon a unanimous vote of a quorum of the Executive Committee present.

5.8 Expenditures

The President may authorize expenditures for budgeted items, not to exceed the amount approved by the membership in the annual budget. The President and Vice President shall have the authority to co-approve non-budgeted expenditures not to exceed an aggregate of \$500.00 per month. Expenditures of non-budgeted funds expected to exceed \$500.00, but less than \$1,000.00 must be raised by the President and shall be presented for a majority vote of the Executive Committee prior to being obligated; provided that such expenditures shall not exceed an aggregate of \$2,000.00 per month. Any single expenditure of non-budgeted funds expected to exceed \$1,000.00 must be raised by the President and shall first be presented to a quorum of the Executive Committee for unanimous approval, then shall be presented as a motion at the meeting, where it requires a 2/3 majority vote for implementation by members present and voting to carry, see Article 2.6 for member voting requirements.

5.9 SABC Viking Award Program

The club may provide specific support through the SABC Viking Award Program for educational, sportsmanship, school spirit, and citizenship programs to Seaman High School student athletes, spirit clubs school groups, and other causes. Any Seaman High School administrator, Seaman High School coach, Seaman High School teacher, Seaman High School employee, Seaman High School student, Seaman High School athletics team parent representative, or a member of the SABC Executive Committee may present a SABC Viking Award idea for consideration. SABC Viking Award presentations will be subject to Executive Committee questions and discussions. The use of SABC Viking Award funds must meet the purpose and mission statement of the Club. All SABC Viking Award funding must be approved of in the annual budget; provided, that individual SABC Viking Award requests within the annual budget shall be approved only after presentation to the Executive Committee and unanimous approval by a quorum of the Executive Committee.

5.10 Items Not Supported by Club

The Club does not provide financial support for the purchase of team uniforms or apparel. The Club does not fund building or facility enhancements. The Club does not provide funds for expenses that should fall under the responsibility of the school and are not in direct compliance with the Clubs purpose or mission statement. The Club does not provide funds which are not in keeping with its purpose and the mission statement of the Club.

5.11 Deposits

All monies of the Club shall be deposited in one or more banks as designated by the Executive Committee from time-to-time.

5.12 Bank Balance

A minimum of \$3,000 or 10% of the bank account balance at the end of the school term (rounded to the nearest \$100), whichever is largest will be held in the treasury from one year to the next.

5.13 Audit

Financial records shall be made available by the Treasurer for audit no later than June 15 of each year. An audit shall be completed by June 30 of the same year. Transfer of financial records to the new treasurer shall take place after the audit has been completed and accepted by the incoming officers and the Executive Committee. The audit of records shall be the responsibility of the President of the Club. The audit group shall consist of two (2) voting members, which shall be appointed no later than the last general meeting of the fiscal year. The Club shall adopt an Audit Policy consistent with industry standards to assist auditors unless the audit is being performed by an independent accountant/auditor.

5.14 Loans and Contracts

No loans or advances shall be contracted on behalf of the Club and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by a unanimous vote of a quorum of the Executive Committee. Without the express and specific authorization authorized by a unanimous vote of a quorum of the Executive Committee, no officer or other agent of the Club may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.

5.15 Checks

All checks, drafts, or other orders for the payment of money issued in the name of the Club shall be signed by the President, Vice President or other Officer as determined by the Executive Committee.

ARTICLE 6 – POLICIES

6.1 Policies Enumerated

The Club shall maintain the following policies, and such other policies which may be approved from time-to-time:

- Conflict of Interest Policy
- Non-Discrimination Policy
- Compensation Policy
- Whistleblower Policy

6.2 Adoption, Amendment and Review

All policies of the Club, and any amendments thereto, must be approved first by a majority of a quorum of the Executive Committee. Upon approval by the Executive Committee, the policy shall then be subject to approval by a majority of a quorum of the membership at a regular meeting of the membership. The Executive Committee shall review all policies of the Club annually.

ARTICLE 7 – BY LAWS AND DISSOLUTION

7.1 By Laws Amendments

Bylaws shall be reviewed annually by the Executive Committee. Proposed amendments shall first be approved for submission to the general membership with a majority vote of a quorum of the Executive Committee present and voting. Approved amendments to be submitted for consideration shall be presented to the membership at a monthly meeting. A vote for bylaw amendment approval shall not occur until the next general meeting with a 2/3 majority of the members present and voting to carry.

7.2 Dissolution

Upon the dissolution of the Club, the Executive Committee in its sole discretion, after paying or providing for the payment of all liabilities of the Club, shall distribute the assets of the Club exclusively: (1) In accordance with the exempt purpose of the Club, in the manner determined by the Executive Committee, or (2) to organizations qualified for exemption under section 501(c)(3) of the internal revenue code of 1986, as amended (26 U.S.C. §501(c)(3)), and specified by the Executive Committee, or (3) to a state or local government consistent with the Club's exempt purpose. Any assets of the Club not so disposed of shall be disposed of by the district court of the county where the principal office of the corporation is then located, exclusively for the purposes or to the organizations provided above, as determined by the court.

End of Bylaws