

THE ROBINSON RAMS ATHLETIC BOOSTER CLUB INCORPORATED JAMES W. ROBINSON, JR. SECONDARY SCHOOL BY-LAWS Revised October 2022

ARTICLE 1 NAME The name of this organization is the RAMS Booster Club, Incorporated located in Fairfax, Virginia.

ARTICLE II GOVERNING DOCUMENTS The governing documents of the organization include (a) the bylaws of such organization and (b) the articles of incorporation.

ARTICLE III PURPOSES

Section 1: The Purposes of the club are to:

- a. To foster the highest standards of citizenship in the community by encouraging the growth and development of all athletic activities of James W. Robinson Jr. Secondary School;
- b. To promote, assist and support the Director of Student Activities (DSA) and the DSA staff with financial assistance, manpower and consultative advice to improve the athletic activities of the school;
- c. To stimulate and guide community interest in, and support of, the school and its programmed athletic activities;
- d. To provide additional funds needed to operate the athletic program at Robinson above and beyond the stipend received from Fairfax County Public Schools;
- e. To improve the overall quality of the athletic program;
- f. To promote school spirit and sportsmanship throughout the Robinson community; and
- g. To generally strive to insure that every student-athlete and spectator has a positive experience.

Section 2: The purposes of the club are achieved through committees, projects, special programs and events and that are governed and qualified by the basic policies set forth in Article IV.

Section 3: The club is organized exclusively for the educational purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV BASIC POLICIES

SECTION 1: The organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 2: The organization or members in their official capacities shall not engage in activities unrelated to promoting the purposes of the club.

Section 3: The club shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office; devote more than insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 4: No part of the net earnings of the club shall inure the benefit of, or be distributable to its members, officers, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and empowered to make payments and distributions in furtherance of the purpose set for in the Articles of Incorporation and in Article III hereof.

ARTICLE V MEMBERSHIP AND DUES

Section 1: All persons having an interest in Robinson Secondary School athletic programs are eligible for general membership in the club at any time through the payment of yearly dues concurrent with the school year.

Each membership shall be extended in the name of an individual person, or in the name of a family unit.

Section 2: Membership shall be made available without regard to Race, Color, Religion, National Origin, Sex, Familiar Status, Handicap and Elderliness.

Section 3: Each membership in good standing¹ shall be entitled to one vote in any meeting of the General Membership.

Section 4: The Board of Directors may devise categories of General Membership. These categories do not affect voting rights.

Section 5: The annual dues of the Club shall be established yearly by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1: The affairs of the club shall be managed by a Board of Directors who shall be elected annually at the annual membership meeting of the club and whose term shall commence on July 1 following the annual meeting and terminate on June 30th of the next succeeding year. The club shall elect directors by majority vote of the members in good standing of the club present and voting at the annual meeting.

Directors shall be elected by majority vote of the members in good standing of the club who are present and voting at the annual meeting.

¹ Good standing is defined as being a current member of the Robinson Athletic Boosters, which includes purchase of annual RAMS Membership.

Section 2: The Board of Directors shall consist of a minimum of 11 members in good standing to include four officers (president, vice president, secretary, and treasurer) and directors to serve in areas to include but not limited to membership, concessions, awards, publicity, team liaisons, special projects and facilities/improvements. The DSA shall be a non-voting member of the Board.

Section 3: The duties of the Board of Directors shall be:

- a. To transact all club business;
- b. To monitor the activities of the standing committees;
- c. To approve a yearly budget;
- d. To approve specific fund requests;
- e. To prepare an annual report of the club affairs;
- f. To provide for an annual audit of the club's financial position;
- g. To fill vacancies on the board which occur between annual meetings;
- h. To sponsor three sports award ceremonies during the year; and,
- i. To publicize the activities of the club in various ways such as traditional and digital media

Section 4: Each director on the Board is expected to attend Board meetings and support the concessions committee in the snack bar throughout the year.

Section 5: The members of the Board shall not be held personally liable for the obligations of the corporation, and shall not be liable in damages to the corporation for injury which may result from the fulfillment of the directors' duties when they perform the duties of their position in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances.

Section 6: In case a vacancy occurs for any office or director, that position shall be filled for the unexpired term by a person elected by the majority of the Board, with prior notice of such election having been given.

ARTICLE VII DUTIES OF THE OFFICERS

Section 1: The President shall:

- a. Preside at all meetings of the club;
- b. Perform such other duties as may be prescribed by these bylaws or assigned by the club;
- c. Be a member ex officio of all committees;
- d. Coordinate the work of the officers and committees of the club in order that the purpose of the club may be promoted;
- e. Represent the club at meetings of other groups or individuals or appoint another board member to act in this capacity;
- f. Approve proposed operating expenses up to \$500.00;

- g. Approve proposed operating expenses in excess of \$500.00, but not more than \$1,000.00 with the approval of the executive committee;
- h. Approve camp sponsorships; and,
- i. Appoint ad hoc committees.

Section 2: The Vice-President shall:

- a. Assist with the duties of the president as mutually agreed upon and approved by the Board;
- b. Perform the duties of the president in the absence or inability of that officer to perform;
- c. Serve as parliamentarian;
- d. Develop with DSA the yearly Calendar of Events and coordinate such calendar and volunteer shifts with Director of Team Liaisons and provide to all Committee Directors; and,
- e. Perform other duties as assigned.

Section 3: The Secretary shall:

- a. Record and maintain the minutes and record of all meetings of the club;
- b. Maintain a current copy of the bylaws;
- c. Maintain a current copy of the membership list;
- d. Prepare and sign correspondence as designated by the President and maintain a complete file of all correspondence; and,
- e. Perform other duties as assigned.

Section 4: The Treasurer shall:

- a. Collect and have custody of all the funds of the club;
- b. Keep a full and accurate account of receipts and expenditures;
- c. Make disbursements as authorized by the president or board in accordance with the budget adopted by the club;
- d. Have checks or vouchers signed by the treasurer or the president;
- e. Present a financial statement at every meeting of the association and at other times when requested by the Board;
- f. Have the accounts examined annually within 30 days of the annual meeting or upon change of officer by a professional auditor OR auditing committee of not fewer than three members; who satisfy that the treasurer's annual report is correct, shall sign a statement to that fact at the end of the report;
- g. Prepare such financial reports as required by law;
- h. Preside over the annual budget process;
- i. Serve as a chair of the Ways & Means Committee; and,
- j. Perform other duties as assigned.

ARTICLE VIII DUTIES OF THE DIRECTORS

Section 1: Only club members in good standing shall be eligible to serve in any elected or appointed positions of the Board. Directors shall head committees to include membership, concessions, awards, publicity, team liaisons, special projects, and facilities/improvements.

Section 2: The elected directors shall chair committees deemed necessary to promote the objectives and carry on the work of the club. The director(s) of each committee shall present a plan of work to the Board for approval; no committee work shall be undertaken without consent of the Board. Directors shall turn over all plans of work to the president at the end of the term served or when departing office. The directors have the final authority to grant permission on the use of equipment or inventory.

Section 3: The Director(s) of Membership shall promote membership throughout the athletic program; attend games, all Booster Club activities and any other activities where membership may be solicited; collect monies from membership; keep current membership records throughout the year and merchandise Booster products associated with membership.

Section 4: The Director(s) of Concessions shall coordinate and arrange for operation of the concession stands during student activity events.

Section 5: The Director(s) of Awards Ceremony shall coordinate three events throughout the year including the planning, setting up, clean up and work with the Director of Team Liaisons to solicit volunteers. Director(s) shall also provide support for annual Hall of Fame Ceremony.

Section 6: The Director of Publicity shall solicit information and prepare copy for distribution to various media throughout the school year. Director shall also be responsible for coordinating copy (written and photographs) for the club website.

Section 7: The Director of Team Liaisons shall coordinate with the Vice President on the master calendar dates and shifts required for athletic events and solicit a representative from each team to act as a point of contact for the coaches, the parents and the Board. The Director of Team Liaisons will invite all team liaisons to Meet the Coaches Night (3 times a year) to promote awareness of volunteer opportunities and membership. The Director will work with team liaisons to identify volunteers for concessions, special events, and three yearly Awards Ceremonies.

Section 8: The Director of Facilities/Improvements shall coordinate field clean up and monitor fields and facilities for present and future needed improvements.

Section 9: The Director(s) of Special Projects shall develop and coordinate the Sponsorship program and help implement various fund raising projects approved by the Board. The Director(s) will serve as the point of contact for members regarding any such special projects.

Section 10: The Director(s) of Events will work with the DSA and other clubs/groups to identify and develop special events sponsored by the boosters and work with other members to execute those special events.

Section 11: The Director(s) of Merchandise shall develop, coordinate and manage the selection of items to be sold to support the club. The Merchandise Director(s) shall recommend to the Board the sale of various items of merchandise designed to raise funds for the organization. The Director(s) will manage the sales and inventory of such merchandise.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1: The executive committee shall consist of the elected officers of the club and one additional director appointed by the president to serve on an annual basis.

Section 2: The duties of the executive shall be:

- a. To transact emergency business in the intervals between board meetings;
- b. To approve necessary expenditures of budgeted items when they exceed the budgeted amount by a nominal amount;
- c. To carry out the duties referred to it by the Board;
- d. To prepare and present an annual budget to the Board in May of each year.

Section 3: A majority vote of all members of the executive committee shall be required in order to approve any action of this committee.

ARTICLE X NOMINATING COMMITTEE

Section 1: There shall be a nominating committee of an uneven number, no less than three members who shall be appointed by the Board at least three months prior to the annual meeting. The committee shall elect its own chairman.

Section 2: The nominating committee shall nominate an eligible person for each director to be filled and report such nominees to the Secretary. Nominations shall be made to the membership no less than 30 days prior to the annual meeting. At the annual meeting, additional nominations may be made from the floor.

Section 3: Only those persons who have consented to serve if elected shall be nominated.

ARTICLE XI WAYS & MEANS COMMITTEE

Section 1: The Ways & Means Committee of the Board shall be comprised of the following:

- a. Treasurer, who will act as Chair;
- b. Projects Director;
- c. Facilities/Improvements Director;
- d. Publicity Director;
- e. One director from up to three of any of the Committees

Section 2: The duties of the Ways & Means Committee shall include the following:

- a. Assist the Treasurer in preparing the annual budget; reviewing the budget periodically, including the Committee work plans; and providing progress reports to the Board;
- b. Review and recommend to the Board proposals, plans, programs, and projects designed to raise funds for the organization;
- c. Develop, maintain and promote a long range plan for capital improvements;
- d. Review and recommend to the Board expenditure of funds for capital improvements; and,
- e. Such other duties as directed by the President, the Executive Committee or the Board.

ARTICLE XII AUDITING PROCEDURES

Section 1: An auditing committee or a professional auditor shall be selected by the executive committee prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three members and no one with signature authority shall sit on the auditing committee.

Section 2: The treasurer shall submit the books to auditing committee or the professional auditor at the end of the fiscal year. The audit report shall be submitted in writing to the executive committee.

Section 3: The executive committee shall, upon resignation of the treasurer during the term, select an auditing member or a professional auditor within one week of the resignation. An interim audit shall be performed with fiscal year end auditing procedures and shall be completed within three weeks of the resignation. The interim audit shall not be performed in lieu of the year-end audit.

Section 4: The newly elected treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory or other clerical not requiring signatory until the audit is presented to the executive committee.

ARTICLE XIII MEETINGS

Section 1: Regular meetings of the Board of Directors shall be held during the school year, at least monthly, in-person or virtually, at a time to be fixed by the Board. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the president or by a majority of the members of the Board, five days notice being given.

Section 2: Except as otherwise provided in these bylaws, the meetings of the general membership and the Board of Directors shall be conducted in accordance with Roberts Rules of Order (as revised).

Section 3: Any question as to the proper interpretation of any of the provisions of these bylaws shall be determined by the Board of Directors.

ARTICLE XIV FISCAL YEAR

The fiscal year of the club shall begin on July 1 and end on June 30.

ARTICLE XV AMENDMENTS

Section 1: These by-laws may be amended at any meeting of the Board by a two-thirds majority vote of the members present and voting, provided notice of the proposed amendment shall have been given at the previous meeting. Such notice should be at least 30 days prior to the meeting at which the revision or the amendments are to be voted upon. A quorum shall be established at the meeting in which voting takes place.

Section 2: The bylaws of this corporation shall be reviewed every three years by an Ad-Hoc Committee.

Section 3: The committee shall consist of at a minimum three Board of Directors one of which being the President and/or Vice President