

PATTERSON MILL ATHLETIC BOOSTERS, INC.
BY-LAWS
(Reviewed and amended – November 2020)

ARTICLE I: Name

The name of this association is Patterson Mill Athletic Boosters, Inc. It is a local unit organized under the approval of the Patterson Mill Middle/High School, 85 Patterson Mill Road, Bel Air, Maryland 21015-6241.

ARTICLE II: Articles of Organization

Its “articles of organization” comprise these by-laws, as from time to time are amended and as well its articles of association, if any. In the absence of separate articles of association, the by-laws shall be deemed to be the articles of association. In the event of any conflict between these by-laws and the articles of association, these by-laws shall govern.

ARTICLE III: Purpose

The purpose of this organization shall be to actively support the athletic programs of Patterson Mill Middle/High School (PMMHS) by encouraging parent, student, and community involvement and to foster greater school spirit and pride. This support will include, but not be limited to, annual scholarships, uniforms, equipment, field maintenance, major improvement projects, etc. for athletic purposes, as agreed to by voting members.

ARTICLE IV: Basic Policies

Section 1

The following are the basic policies of Patterson Mill Athletic Boosters, Inc.

- a. The organization shall be non-commercial, non-secretarian, and non-partisan.
- b. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or any partisan interest or for any purpose not directly related to promotion of the objects of the organization.
- c. The association shall not directly or indirectly participate or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

d. This organization shall lend support to the athletic programs without dictating school policy. The degree of monetary support for any interscholastic sports will be determined by resolution of the membership as necessitated by the particular needs of such programs.

e. The organization shall not enter into membership with other organizations. Patterson Mill Athletic Boosters, Inc. may cooperate with other organizations concerned with young person sports programs, but a Patterson Mill Athletic Boosters, Inc. representative shall make no commitments that bind the group he represents.

f. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 III hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 corporation, 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.

Section 2

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V: Membership dues

Section 1

Any individual who subscribes to the Objects and Basic Policies of this association may become a member of this association; subject only to compliance with the provisions of the By-Laws. Membership in this association shall be available without regard to sex, race, color, creed, or national origin.

Section 2

The association shall conduct an annual enrollment of members but persons may be admitted to membership at any time.

Section 3

Any member, trustee or director may be removed from membership or from office by the affirmative vote of two-thirds (2/3), of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose for conduct detrimental to the interests of the association, violation of its basic policies, or for refusal to render reasonable assistance in carrying out its purposes.

Section 4

Any member may resign from the association by delivering a written resignation to the president or secretary of the association.

Section 5

The annual dues for membership in this association shall be established at the annual meeting.

ARTICLE VI: Officers and their election

Section 1

- a. The officers of this association shall consist of a president, vice president, secretary, and treasurer. All officers must be a member in good standing and have paid current dues.
- b. The officers shall be elected annually by ballot in the month of May. However, if there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the association for the nominee.
- c. Nominations for officers shall be submitted in advance to the secretary. At the time of the annual election, nominations shall also be taken from the floor.
- d. Officers shall assume their official duties following the close of the election meeting and shall serve for a term of one year and until the election and qualification of their successors and will remain in an advisory capacity for 30 days following the annual meeting. Officers may be re-elected with no term limits. Upon retirement from office all officers shall turn over all organizational material to the successors within 30 days.
- e. Officers are required to attend at least 5 of the monthly meetings in an elected year. If an officer fails to attend 5 meetings they may be removed from their position and be ineligible to serve in the future.

Section 2

A vacancy occurring in any office shall be filled for the un-expired term by a person elected by a majority vote of the remaining members of the Board of Directors. The President shall notify the Board of Directors of such vacancy and call for an election. In case a vacancy occurs in the office of president, the Vice-President shall notify the members of the Board of Directors of the election.

Section 3

To be eligible to vote for officers in the annual election for the following year a person must be a member in good standing having paid current dues.

ARTICLE VII: Duties of officers

Section 1 – Duties of President shall be to:

- Lead the organization by coordinating the activities of the Board of Directors
- Preside over all Board of Directors and general membership meetings
- Maintain liaison with PMMHS administration
- Present an overview of Patterson Mill Athletics Boosters, Inc., solicit participation and membership at all parent forums
- Request an annual audit, as required under Maryland law
- Prepare agenda of items for discussion at general, Board of Directors and special meetings
- Announce scholarship winners at Athletic Awards Banquet and present scholarships at Senior Awards Assembly
- Be a member ex-officio of all committees

Section 2 – Duties of the Vice-President shall be to:

- Assume the President's duties when circumstances prevent the President from fulfilling his/her duties
- Assume Office of President when vacated prior to expiration of term
- Contact each standing committee chairperson prior to each Board of Directors and general meeting for the purpose of planning and/or to obtain progress report of the committee.
- Review the tax exempt status every two (2) years to ensure the proper records are maintained to keep this status in place at both a Federal and State level
- Periodically assess the need for insurance coverage in light of the nature and extent of the organization's activities and its financial capacity.

Section 3 – Duties of Secretary shall be to:

- Take notes at all meetings for the purpose of preparing minutes
- Prepare general meeting minutes and make copies available to members at the following meeting

- Prepare and maintain complete file of necessary correspondences
- Prepare newsletters for distribution and for posting on the PMMHS website
- Ensure all Booster information is posted to PMMHS website
- Assist Fundraiser chairperson with correspondence, as needed
- Prepare meeting attendance document for use in identifying athletes eligible to apply for the scholarships

Section 4 – Duties of Treasurer shall be to:

- Maintain financial records of the organization
- Maintain records of checking and savings accounts
- Maintain records of team requests and disbursements
- Prepare a financial report for distribution at monthly meetings to include all income and expenses for the previous month and year to date and show and explain any material variation between actual and budgeted revenues and expenses
- Prepare checks to pay authorized expenses and keep all accounts reconciled
- Prepare a report of team requests and disbursements to be given out at the monthly meetings held in November, March, and June.
- Submit to incoming Treasurer a financial statement of expenses incurred for previous year
- Provide records, as required, for an audit to be conducted by an outside agency every 2 years as required by Maryland law
- Will get 3 bids from agencies to conduct the audit
- Prepare a draft of an annual budget in consultation with committee chairs for presentation at the last meeting of the fiscal year.
- Prepare, or assist in preparation and submission of, all annual financial reports required by the Internal Revenue Service and State of Maryland, and advise the general membership of completion and submission of such reports, and make them available for inspection upon request by any member of the organization.
- Work with and assist any outside accounting agencies that the Executive Board shall deem appropriate to engage

ARTICLE VIII: Board of Directors

Section 1

The Board of Directors shall consist solely of the four elected Officers of the organization, the Athletic Director or a representative of the Athletic Department as designated, an appointed student representative, and a member at large as elected by the membership at the Annual Elections. The Board of Directors shall also include the immediate past President of the organization to serve in a non-voting, advisory role.

Section 2

The Board of Directors shall constitute the governing body of the organization. As such, it shall have the power and authority to carry out the policies of the organization as determined at the business meetings, formulate new policies for the organization between meetings and to conduct the business of the Organization.

Custody of any property of the organization shall be vested in the Board of Directors.

Section 3

a. In the event that any director has a conflict of interest that might properly limit such Board member's fair and impartial participation in Board deliberations, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information, which might inform its decisions. "Conflict of interest," as referred to herein, shall include but not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

b. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

c. 1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands PMAB is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Section 4

The Board of Directors may approve the expenditure of all general funds up to \$500 per request. Any expenditure of general funds above \$500 shall require an advance approval vote by the Board of Directors and then shall be presented at a General Membership meeting for approval. This restriction will not apply to the purchase of goods in support of concession stand and sportswear fundraising sales. Club operating expenses (insurance, audits, legal) are also exempt.

ARTICLE IX: Meetings

Section 1

General meetings of the association shall be held once per month at during months that school is in session.

Section 2

The Board of Directors may call special meetings, provided three (3) days notice is given.

Section 3

The annual meeting shall be in the month of May.

Section 4

Eight (8) members, of whom at least 3 should be elected officers, shall constitute a quorum for the transaction of business in any general meeting of the association. All business brought to a vote by motion will be decided by a simple majority, unless otherwise specified in the By-laws or Articles of Incorporation. In the event of a deadlock, the President will cast the deciding vote. To be eligible to vote, a person must be a member in good standing having paid current dues.

ARTICLE X: Standing and Special Committees

Section 1

The Board of Directors may create such standing committees, as it may deem necessary to promote the objects and carry on the work of the association.

Section 2

The chairperson of such standing committees shall present a plan of work to the Board of Directors, to include at a minimum budgeted revenues and expenses, for approval. No committee work shall be undertaken without the consent of the Board of Directors.

ARTICLE XI: Volunteers

- A. The Association shall maintain a policies and procedures document to direct the performance of duties by Volunteers. This document shall be publicly available via the Association's website. Volunteers should be made aware of, and directed to review this document, by the committee chair of the committee(s) that they are working with.
- B. The Association shall maintain a policy regarding the protection and procedures covering "Whistle Blowers". This document shall be publicly available via the Association's website. Volunteers and staff should be made aware of, and directed to review this document, by the committee chair of the committee(s) they are working with.

ARTICLE XII: Fiscal Year

The fiscal year of the association shall begin on July 1st and end on the following June 30th.

ARTICLE XIII: Amendments

These By-Laws may be amended at any regular meeting of the association by a two-thirds vote of the members present providing that notice of the proposed amendment shall have been given at the previous meeting. A committee may be appointed to submit a revised set of By-Laws as a substitute for the existing By-Laws only by a majority vote at a meeting of the association, or by two-thirds vote of the Board of Directors. The requirements for adoption of a revised set of By-Laws shall be the same as in the case of an amendment. A review of the By-Laws shall be made at a minimum one every three years and shall be carried out by an ad hoc committee appointed by the Board of Directors.

ARTICLE XIV

Section 1

Robert's Rules of Order revised shall govern the association in all cases in which they are applicable and in which they are not in conflict with these By-Laws.

ARTICLE XV: Seal

The seal of the association shall be in the form of a Husky Paw with the name of the association, State of Maryland, and year of inception inscribed in it.