

BY-LAWS
OF THE

***FORT LEWIS COLLEGE
SKYHAWK BOOSTER CLUB***

(Revised September – 2002)

(Revised December 12, 2006)

PREAMBLE

Fort Lewis College Skyhawk Booster Club (hereafter referred to as “the Club”) purposes are to support the Fort Lewis College Athletics program as an integral part of the total educational process of Fort Lewis College; to assist the Athletics program financially through fund raising and marketing activities; and to actively promote the spirit of Fort Lewis College and its Athletics programs whenever possible.

ARTICLE I

BOARD OF DIRECTORS

1.0 SIZE AND MAKEUP OF BOARD

A board of not less than twelve (12) and not more than (15) elected directors shall conduct the business and affairs of the Club.

1.0.1 The Board should be made up of community minded individuals that support Fort Lewis College athletics and the Fort Lewis College Department of Athletics.

1.1 DUTIES AND POWERS

The Board of Directors shall provide guidance and oversight to the Club in a manner consistent with the policies of Fort Lewis College, the Athletics Department, the FLC Foundation, the NCAA, and the Rocky Mountain Athletic Conference.

1.2 ELECTION & TERM OF OFFICE

The directors shall be elected by the existing Board of Directors of the Club and shall serve for terms of two (2) years and may be re-elected for successive terms by a majority vote of the Board.

1.3 EX-OFFICIO MEMBERS

The Board of Directors may elect individuals as ex-officio members of the Board. There is no restriction as to college affiliation or the number serving.

1.3.1 Certain employees of the college will automatically become ex-officio members. They are: the Fort Lewis College President, Director of Athletics, and the Director of Development/Marketing.

1.4 ELECTION

The Board of Directors shall be elected and approved at the annual June General Meeting.

1.4.1 Each director, once approved by the Board, shall serve a term of two years. Beginning with the 2007 spring election, terms will be staggered.

1.4.2 Whenever a vacancy occurs on the Board of Directors, the Nominating Committee will appoint a new member, subject to the approval of the Executive Committee, until the general membership can make a permanent appointment.

1.5 DUTIES OF BOARD MEMBERS

Individual directors shall be current members of the Club; shall attend Board meetings, except for excused absences; shall select and participate in the activities of one or more committees of the Club; shall attend FLC Intercollegiate Athletics events and functions on a regular basis; and shall use their best efforts to promote and enhance the academic, athletic and alumni programs of Fort Lewis College.

1.6 COMPENSATION

The directors shall receive no compensation for their services

1.8 VOTING

Except for the office of President, all directors, excluding ex-officio directors, shall be entitled to vote. A director may vote either in person or by mail.

1.8.1 There shall be no valid proxy.

1.8.2 The Club President must receive a vote cast by mail on the day preceding the meeting or it shall not be counted.

1.8.3 At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

1.8.4 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

1.8.5 At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify to the Chairman the results and the certified copy shall be physically affixed to the minutes of that meeting.

1.8.6 No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

1.9 VACANCY

In the case of death, resignation or removal the Board, upon a recommendation from the Nominating Committee, shall appoint a successor from within the Board of Directors. The Board may also choose to leave the position open for the remainder of the term of office.

1.9.1 Resignation. Any director of the club may resign at any time by giving written notice to the President or the Secretary of the Board of Directors.

1.9.1.1 The resignation of any director shall take effect upon receipt of notice thereof or at such time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

1.9.2 Removal. Any director or directors of the Board may be removed at any time, with or without cause, at the discretion of the Board by a two-thirds majority vote.

1.9.2.1 Examples to be considered could be: nonattendance of meetings and lack of involvement in Board activities and events.

1.9.2.2 Such removal shall be without prejudice to appointment of any of the officers so removed.

1.9.2.3 Election or appointment of an officer shall not of itself create contract rights.

ARTICLE II

OFFICERS

- 2.0 The officers of the club shall be: a President, Past President, Vice President, and Secretary.

2.1 **ELECTION & TERM**

Officers shall be elected annually at the June general meeting and shall hold office for a term of two years. Officers may be re-elected for successive terms by a majority vote of the Board.

2.2 **DUTIES OF THE PRESIDENT**

The President shall preside at all meetings of the Board of Directors. He/she shall sign all contracts, notes and obligations of the Club and shall be the chief executive officer of the Club. The President will set the agenda for all regularly scheduled meetings of the Club. He/she shall attend a monthly meeting of the Fort Lewis College Foundation Board and will give a status report to the Club Board.

2.3 **DUTIES OF THE VICE PRESIDENT**

The Vice President shall have the primary responsibility to work with the Scholarship Fund Drive Committee, and to be actively involved in the recruitment of Fund Drive volunteers in coordination with the Director of Development/Marketing. The Vice President shall perform such other duties as may be assigned him/her by the President or Board of Directors.

2.4 **DUTIES OF THE SECRETARY**

The Secretary shall issue such notices as may be required, work with the Sports Information Director to keep the pertinent records of the Club and execute with the President such instruments as require his/her signature. He/she shall keep the minutes of the meeting and shall have such other powers and duties as are conferred upon him/her by the Board of Directors.

2.5 **DUTIES OF THE PAST PRESIDENT**

The Past President shall chair the nominating committee, and shall act for the President whenever the latter is absent, shall assist the President in the responsibilities and duties of that office.

ARTICLE III

COMMITTEES

3.0 EXECUTIVE COMMITTEE

An Executive Committee, consisting the four (4) officers shall have the power to act on behalf of the Board of Directors when the Board is not in session on all routine matters not herein specifically reserved for the action of the Board of Directors.

3.1 STANDING COMMITTEES. The Club shall have the following standing committees:

Hospitality Committee
Scholarship Fund Drive Committee
Special Events Committee
Nominating Committee

3.1.1 Hospitality Committee: Chaired by the Hospitality Chairperson this committee will work with the Director Development/Marketing to assist with membership cultivation activities surrounding home and away games, including Hospitality Tent/Room receptions, Booster luncheons and pre-game activities.

3.1.2 Scholarship Fund Drive Committee: Chaired by the Club Vice President this committee will assist the Athletic Director and Director of Development/Marketing in planning and running the annual Scholarship Fund Drive. This committee is also charged with increasing the number of volunteers actively involved in the Scholarship Fund Drive.

3.1.3 Special Events Committee: Chaired by the Special Events Chairperson this committee will work with the Athletic Department to provide volunteer support in the planning and implementation stages of the Whalen Golf Classic and any other fund raising events as determined by the Board.

3.1.4 Nominating Committee: The Nominating Committee will be made up of the Past President (Chair) and the two members of the Board of Directors. The Nominating Committee is authorized and directed to nominate qualified persons for appointment to the Board and election as officers.

3.1.5 Other Committees. The Board of Directors may, from time to time, establish additional standing or ad-hoc committees.

ARTICLE IV

MEMBERSHIP

- 4.0 Membership in the Club runs from the 1st of June through the 30th of May annually.
- 4.1 A member is considered to be in good standing if they have completed payment on their membership pledge prior to the 15th of January annually.
- 4.2 Failure to make payment on a pledge or have a payment plan in place by January 15th of the membership year will result in the pledge being written-off as un-receivable, and the membership is considered null.

ARTICLE V

MEETINGS

5.0 REGULAR MEETINGS

Regularly scheduled meetings shall take place monthly on the second Tuesday of each month unless the Board decides an alternative day. There is no board meeting in July.

5.1 GENERAL MEETING

The annual meeting of the Club shall be held in June at the regularly scheduled date and time.

5.2 SPECIAL MEETINGS

Special meetings of the Board of Directors of the Club may be called by the President or by any three (3) directors when the President or such directors deem it necessary that a special meeting be called. Notice of such meeting will be deliverable via e-mail within five (5) business days before the meeting.

5.3 NOTICE OF MEETINGS

Written notice stating the place, day and hour of the meeting shall be delivered not less than ten (10) or more than three hundred (300) days before the date of the meeting, either personally, by mail, or by e-mail.

5.3.1 Special meetings may be called on twenty-four (24) hours notice.

5.3.2 Agendas for all regularly scheduled meetings must be provided to all Board members three (3) business days prior to the meeting.

5.4 ORDER OF BUSINESS

1. Roll Call
2. Reading/approval of the Minutes of the preceding meeting
3. Reports of Committees
4. Report of Athletic Director and other staff
5. Old and Unfinished Business
6. New Business
7. Adjournment

5.5 QUORUM

A quorum shall consist of at least one third (1/3) of the elected voting members (Board and ex-officio members) of the Club.

5.5.1 Whenever less than one third (1/3) of this body appears at any time appointed for a meeting, those so present shall have the power to adjourn such meeting until a quorum is present or to divert items on the agenda for consideration until another meeting. A quorum may transact the business of the Club.

5.6 POWER

If a quorum is present, the affirmative vote of the majority of directors and ex-officio members represented at the meeting and entitled to vote on the subject matter shall be the act of the Board

ARTICLE VI

FINANCES

6.0 SIGNATURE AUTHORITY

All The Club accounts held by the FLC Foundation will need two signatures for any transaction moving funds from the aforementioned accounts. The dual signatory will consist of the Club President and the Fort Lewis College Athletic Director.

- 6.1 The Club, in coordination with the FLC Foundation, will publish an annual report detailing the income and expenses for all accounts held by the Club. This report will be made available no later than 10 days prior to the annual general meeting of the Board.
- 6.2 The Board may contract for financial services with the FLC Foundation or another entity at the discretion of the Club Board.
- 6.3 The Board will approve an operations budget for the Club at their first meeting each year. The Athletic Department staff is charged with managing the budget and reporting to the Board at each Board meeting.

ARTICLE VII

FISCAL AND MEMBERSHIP YEARS DEFINED

7.0 FISCAL YEAR

The fiscal year of the Fort Lewis College The Club shall begin on July 1 and end on June 30 of each year.

7.1 MEMBERSHIP YEAR

See Articles 4.0 - 4.2

ARTICLE VIII

INDEMNIFICATION

8.0 The Club will indemnify any person who was or is threatened to be made a party to a suit by reason of the fact that he or she is or was a director or officer of the Club.

8.1 **Scope of Indemnification**

Indemnification shall extend to payment of expense, including reasonable attorney's fees, judgments and amounts paid in settlement, provided the amount paid is actually and reasonably incurred in connection with the litigation.

8.2 **Standard of Conduct**

Generally, the indemnification of any person referred to herein shall be conditioned upon:

8.2.1 The personal services rendered were reasonable and necessary to carry the exempt purpose of the Club.

8.2.2 The person so acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Club and he or she did not act willfully and without reasonable cause.

8.3 **Determination of Conduct**

Unless ordered by a court of competent jurisdiction, indemnification shall be authorized only as follows: The person sued is successful in his or her defense or the Board of Directors determines that the party has not acted willfully and without reasonable cause.

8.4 **Insurance**

The Club is authorized to purchase indemnity insurance on behalf of any person to indemnify itself or that person provided, in no event shall the Club purchase indemnification insurance payable to the Club for penalties incurred by an officer, director, employee or agent of said Corporation.

8.4.1 **Interpretation**

The authority conferred herein is also not intended to violate the restrictions of the Internal Revenue Code which prescribes the use, procurement and expenses of indemnification.

ARTICLE IX

AMENDMENTS

- 9.0 These by-laws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of the majority of the entire Board of Directors and ex-officio members OR
 - 9.0.1 by affirmative vote of the majority of the quorum,
 - 9.0.2 provided the proposed amendment shall have been presented at a previous meeting of the Board of Directors OR
 - 9.0.3 a copy thereof furnished to each member of the Board at least ten (10) days prior to the meeting at which a vote thereon is taken.
- 9.1 Any member of the Board of Directors may present to the board a proposed amendment.
 - 9.1.1 after discussion and approval by the board, the proposed amendment shall be placed on the ballot for approval at the next regularly scheduled meeting.

ARTICLE X

DISSOLUTION

10.0 METHOD OF DISSOLUTION

Members shall be notified by regular mail at least thirty (30) days prior to the General Meeting of the intent to vote on the dissolution of the organization.

9.0.1 Dissolution of this organization shall be by a majority vote of the members of the Board present at the General Meeting.

10.1 DISTRIBUTION OF ASSETS

Upon the dissolution of this organization, assets shall be distributed within the meaning of the Internal Revenue code, or corresponding section of any future tax code.

9.1.1 All assets shall be distributed to the Fort Lewis College Athletic Department.

ARTICLES OF AMENDMENT
OF
FORT LEWIS COLLEGE SKYHAWK BOOSTER CLUB

A meeting of the Skyhawk Booster Club was held in September, 2002 at which said meeting the existing Bylaws were amended. At same said meeting the preceding Bylaws were adopted. Said Amendment received an affirmative vote of the majority (1/2) of the Board members in attendance.

FORT LEWIS COLLEGE
SKYHAWK BOOSTER CLUB

BY: _____
Thad Trujillo, President