

Hinsdale Central High School Girls Lacrosse Boosters Club, Inc.

Bylaws

SECTION 1 – Organizational Matters

Mission Statement:

The Hinsdale Central Girls Lacrosse Boosters Board's ("GLax Boosters") mission is to provide service and funding to help Hinsdale Central High School Girls Lacrosse Program accomplish its goals and to promote lacrosse participation in the community.

GLax Boosters endeavor to follow the guidelines of all Hinsdale Central Athletic Booster Organizations as outlined through a document provided by Hinsdale Central High School's Athletic Department ("The Athletic Department").

By-laws

The most recent copy of the By-laws should be presented below:

BY-LAWS OF THE HINSDALE CENTRAL HIGH SCHOOL GIRLS LACROSSE BOOSTER CLUB, INC.

ARTICLE 1

Organization

The organization shall be known as the Hinsdale Central Girls Lacrosse Booster Club, Inc. (sometimes referred to herein as the "Club") a not-for-profit corporation located in the State of Illinois.

ARTICLE 2

Purpose

The purpose of the Club is to support, develop and promote, in any way necessary or desirable, the girls lacrosse youth athletic program at Hinsdale Central High School. The purpose of the Club is limited to activities allowing the Club to be exempt from taxation under section 501 (c)(3) of the Internal Revenue Code. Assets of the Club shall be permanently dedicated to its exempt purpose. Upon dissolution of the not-for-profit corporation, any remaining funds shall be used for section 501(c)(3) purposes.

ARTICLE 3

Membership

The Club shall have no members, and no formal membership. All corporate actions shall be approved by a majority of a quorum of the board of directors (hereinafter sometimes referred to as the "Board of Directors" or "Board"), except as otherwise provided in these bylaws. A majority of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the board of directors. All rights which would otherwise rest in the members shall rest with the Board of Directors.

ARTICLE 4

Board of Directors and Officers

A. Board of Directors- The number of directors (hereinafter individually referred to as "Director" and/or collectively referred to as "Directors") shall consist of not less than three nor greater than nine.

B. Election and Term of Office- Each Director shall be elected by a majority vote of the existing Board of Directors. A Director's term of office shall be for one year. A member of the Board of Directors may resign at any time.

C. Removal of Director- A Director shall be removed if he or she: a. has missed or otherwise failed to participate in six monthly or special meetings in any twelve-month period; or b. Has missed or failed to participate in five consecutive monthly or special meetings; or c. for any other reason permitted under the Illinois not-for-profit corporation act. A Director may be removed by an affirmative vote of a majority of the directors then in office present and voting at a meeting of the board of directors at which a quorum is present.

D. Board Meetings- Meetings of the board of Directors shall be held once a month. Additional Board meetings shall be held whenever called by the President or two or more of the directors, with five days' notice to each member of the Board via email. Notice shall state the time, place and purpose of the 2 meetings. Any meeting of the Board of Directors shall be a legal and valid meeting without any notice thereof having been given, if all the Directors then in office are present or waive such notice in writing, before, at, or after such meeting.

E. Quorum and manner of acting- Except as otherwise provided by statute or by these bylaws, a minimum of fifty percent of the Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of any quorum of duly qualified Directors shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting until a quorum be had.

F. Officers- The officers permitted to act for the Club as officers shall be as follows: a. President, b. Vice President (if the Board of Directors so elects to have a vice president) c. Secretary, and d. Treasurer.

G. Officer Election- Officers shall be elected by majority vote of the Board of Directors.

H. Terms and Term Limits- Each officer's term shall be for one year and there shall be no limit on the number of terms except for the Office of President. The President may serve for one additional term, but only if the election for the President's second term is unanimous. Elections of Directors and Officers shall occur in June of each year.

I. Vacancy- Any officer vacancy shall be filled by appointment made by a majority of the Board of Directors for the non-expired portion of the vacated term.

J. Officer Responsibilities:

- a. President - the President shall preside at all meetings of the Board of Directors and shall, in general, supervise, manage and control all not-for-profit business and affairs of the organization.
- b. Vice President - the Vice President, if any, in the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President.
- c. Secretary - the Secretary shall keep the minutes of the meetings of the Board of Directors, shall see that all notices are given in accordance with the provisions of these Bylaws, or as required by law and in general shall perform all duties incident to the Office of Secretary as may, from time to time be assigned by the President.
- d. Treasurer - the Treasurer shall have charge and custody of, and be responsible for, all funds of the organization. The Treasurer shall issue financial statements reflecting receipts, expenditures and balances at the end of each calendar quarter. The Treasurer shall prepare an annual budget, to be approved by the Officers, each year prior to January 1.

K. Powers and Duties of Board – the Board of Directors shall have all powers and duties as permitted or proscribed by the Illinois General Not-For-Profit Corporation Act.

L. Contracts, Instruments, Deposits, Checks, etc. - the Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by a resolution of the Board of Directors. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or the Club shall be signed by such officer or officers, agent or agents of the Corporation or Club, as authorized by the Board of Directors. All funds of the Corporation or Club not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE V

By-Laws - Modifications

The By-Laws of the Corporation may be altered or amended by the affirmative vote of at least two thirds of the entire Board of Directors.

ARTICLE VI

Books of Records, Audit, Fiscal Year

A. The Board of Directors shall keep the following books and records:

1. Records of all proceedings, consents and resolutions of the Board of Directors and committees;
2. All financial statements and tax returns or filings;
3. Articles of Incorporation, Bylaws, and all amendments thereto.
4. Such other necessary and appropriate records of the not-for-profit business activities of the Club as usual and customary to be kept and maintained.

B. The Board of Directors shall cause the records and books of accounts of the Club to be audited as and when determined by action of the Board of Directors, and as often as the Board deems appropriate.

C. The fiscal year of the Club shall be the calendar year.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given by these By-Laws or any of the corporate laws of the State of Illinois such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, or before, at or after such meeting.

ARTICLE VIII

Indemnification

The Club shall have the power to indemnify all expenses of any person, for any purpose, it deems reasonably appropriate given the totality of the circumstances.

ARTICLE IX

Governing Law

The law of the State of Illinois and specifically the Illinois General Not-For-Profit Corporation act of 1986, 805 ILCS 105/102.05, et. Seq., as now enacted or as hereafter amended, shall govern the Club.