

**BY-LAWS
OF
GEORGETOWN ROYALS SPORTS BOOSTERS, INC.**

ARTICLE 1

NAME

This organization shall be known as Georgetown Royals Sports Boosters, Inc., herein referred to as “GRSB”.

ARTICLE II

Section 1. Purpose

Georgetown Royals Sports Boosters, Inc. (GRSB) is a volunteer non-profit 501(c)3 organization organized and operated exclusively for the purpose of advancing and enriching the youth of Georgetown by encouraging good will, fellowship and sportsmanship through participation in sports at Georgetown Middle High School (GMHS); and to provide support, financial or otherwise, to initiatives that advance sports participation in Georgetown public school--middle school through high school--that may include facility upgrades, athletic equipment, and supplies.

No part of the organization’s net income will inure to the benefit of its officers or any private individuals.

In the event of dissolution of the organization, all its assets, after payment or making provision for payment of its liabilities, shall be distributed to charitable causes.

Section 2. Objectives

- a. To improve the athletic programs, work with school administration, coaches, and parents to identify and prioritize the needs of student athletes and suggest solutions.
- b. To develop close ties among parents, students, and staff members to encourage and increase the volunteer participation level of parents and students in the programs.
- c. To promote a positive image of the Georgetown Middle High School and the athletic teams that represent the school.

- d. To raise money to support and advance sports participation by coordinating fundraising events with the assistance of parents, individual team representatives, and other clubs and organizations within the school and community.

ARTICLE III

FISCAL YEAR

Except as from time to time otherwise determined by its officers, the fiscal year of GRSB shall end on December 31, in each year.

ARTICLE IV

OFFICERS AND MEMBERS

Section 1. Powers

GRSB shall be supervised and managed by its officers subject to the voting authority of the membership on all of the organization's initiatives and programs.

The President, or in the alternative, the Vice President, shall preside over all meetings of the membership with a quorum of at least seven (7) members required to conduct and vote on the business of the organization: raising funds for the purposes of the organization and directing the administration and application of all such funds for GRSB initiatives.

Section 2. Officers Eligibility and Term of Office

Officers shall consist of four (4) individuals: President, Vice-President, Secretary and Treasurer elected for terms of no more than five (5) years, or until their successors are duly elected. Officers shall include parents of students at GMHS, alumni parents of former GMHS students, and former GMHS students, including a diverse representation from different sports and grade levels of GMHS.

Each Director shall serve until his term ends, he resigns, is removed, or becomes disqualified as determined by a vote of the membership.

Section 3. Officer Vacancies

The position of any officer shall become vacant upon his or her death or resignation, refusal to act, removal from office, or the expiration of the term of office. If any officer shall fail to attend three (3) consecutive meetings without an excuse accepted by the other officers and membership, he or she shall be deemed to have resigned and the vacancy shall be filled.

In the event of a vacancy, the remaining officers may exercise the powers of the full complement of officers until the vacancy is filled.

Section 4. Committees

- a. Executive Committee – This committee shall consist of three (3) members: the President, the Vice President, and the Treasurer. All proposed actions of the Executive Committee shall be presented by motion containing a resolution receiving an affirmative vote of the majority of members. A quorum of the Executive Committee shall be two (2) of the members of the committee.
 - (i) The Executive Committee shall organize the process for “intake” and orientation of volunteers. The Executive Committee shall direct and supervise the performance of volunteer activities as assigned.
 - (ii) The Executive Committee shall attend and conduct all meetings of volunteers on the first Tuesday of each month from September to June, and also discharge any other duties that may be determined by the membership.

Section 5. Duties of Officers

- a. **President:** Shall be the principal executive officer of the GRSB, conducting meetings but subject to the voting authority of the membership. Shall supervise and control all of the affairs and business of the Association. When present, shall preside at all meetings of the membership.
- b. **Vice-President:** In the absence of the President, shall be the principal executive officer of the club, subject to the voting authority of the membership. Shall supervise and control all of the affairs and business of the GRSB. When present in the absence of the President, shall preside at all meetings of the membership.
- c. **Secretary:** Shall keep accurate minutes of the business at each meeting and provide minutes to all members via email and/or GRSB website. The Secretary shall be responsible for all correspondence, submitting the meeting notices to all members via email and submitting correspondence to the school, when necessary.
- d. **Treasurer:** Shall maintain the financial records, which includes a separate record of the accounts for money raised for individual “boosters” organizations. Shall present, when called upon, all financial records at each GRSB meeting.

Section 6. Membership

- a. A GRSB member is defined as any parent of a student athlete in the Georgetown public schools, community members with no student athletes, and alumni. All GRSB members have the opportunity to vote.

- b. Community members with no student athletes are welcome to be members but they shall have no voting power on matters of fundraising and/or gift proposals.
- c. Members will be called upon to assist in fundraising activities within the Georgetown Middle High School, as well as outside of the town and at sporting events and activities.
- d. A designated Sports Representative/team liaison from each sport is welcome to attend GRSB monthly meetings. Each Sport Representative has the responsibility to serve as an advocate for the athletic programs in general and specifically for the sport they represent. The Sport Representative will serve as a liaison between the coach or coaches of their sport and the GRSB. They will be responsible for organizing volunteer recruitment from that particular sport in regards to gift proposal requests, fundraising activities, and assistance at sporting events.

ARTICLE V

MEETINGS

Section 1. Annual Meetings

The annual meeting of the Board of Directors of GRSB shall be held during the first week of September each year, or at such other date as the Executive Committee may set, provided that notice of the proposed change in date is stated in the notice of the meeting. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have all the force and effect of an annual meeting.

Section 2. Regular Meetings

- a. Regular meetings will be held on the first Tuesday of every month from September to June, unless otherwise noted, in which case the meeting will be the second Tuesday.
- b. Meetings will be held at 7:00 p.m. and notice will be sent to all GRSB members via email at least 48 hours prior to the meeting.
- c. Special meetings may be called by the President when deemed necessary.
- d. Members will be notified by email by the Secretary at least two (2) days prior to any special meeting.
- e. Unless otherwise noted, the President will preside over all meetings.

- f. A quorum is required to conduct GRSB business. A quorum is established as a minimum of seven (7) members.
- g. Typical order of business should include:
 - (i) Sign-in sheet for all attendees
 - (ii) Call to order
 - (iii) Review minutes from previous meeting
 - (iv) Athletic Director report
 - (v) Updates and correspondence
 - (vi) Treasurer's report
 - (vii) Committee reports
 - (viii) Old business
 - (xi) New business
 - (x) Action items
 - (xi) Date of next meeting
 - (xii) Adjournment
- h. The GRSB By-Laws are subject to an annual review each school year in September at the first meeting.

Section 3. Special Meeting

Special meetings may be called by or at the request of the President, Vice-President, or Treasurer. The President, Vice-President, or Treasurer, when calling any special meeting of the Executive Committee or the entire membership may fix any place, within or without the Town of Georgetown, as the place for holding a special meeting. Members/attendees will receive at least two (2) days notice prior to special meetings from the Secretary.

Section 4. Notice of Meetings

An email notice of place, date, and hour of all meetings, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given at least 48 hours prior to the meeting to all attendees. Such notice shall be given by the Secretary or by any other person designated by the President or Vice-President.

Section 5. Quorum

At any meeting of all members, a quorum shall consist of at least seven (7) members. Whether or not a quorum is present, any meeting may be adjourned by a majority of the vote properly cast upon the question, and the meeting may be adjourned without further notice.

Section 6. Action by Vote

No action shall be taken by vote at any meeting unless a quorum of members is present at the meeting. When a quorum is present at any meeting, a plurality of the vote properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any question shall decide the question, except when a larger vote is required by these By-Laws.

Section 7. Voting

Each member as defined in Article IV Section 6, shall have one vote.

ARTICLE VI

EXECUTION OF PAPERS

All checks and drafts authorized to be executed on behalf of GRSB shall be signed by the Treasurer. All other legal documents authorized to be executed on behalf of GRSB shall be signed by the President and the Treasurer.

ARTICLE VII

AMENDMENTS

These By-Laws may be amended or repealed in whole or in part by a two-thirds vote of the GRSB membership present at the time of the vote. However, any proposed amendments to these By-Laws must be submitted in writing at least three (3) days prior to a vote. These By-Laws shall be filed with the Georgetown Middle High School Superintendent and the Athletic Director.

ARTICLE VIII

RATIFICATION

These By-Laws shall become effective upon an affirmative vote of two-thirds of the members present at the time of the vote during a meeting called to ratify these By-Laws.

ARTICLE IX

EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee shall be held at least four (4) times per year and may be called upon three (3) days written or oral notice by, or at the direction of, the President.

ARTICLE X

MEMBER ATTENDANCE AT REGULAR MEETINGS

Voting members must attend 75% of the meetings scheduled for the year.

ARTICLE XI

RECORDS

Minutes and attendance records will be maintained for all meetings by the Secretary and minutes from the previous meeting will be reviewed at each monthly meeting.

ARTICLE XII

FUNDS

All funds of the organization shall be used exclusively for the purposes of the organization, and no part of said funds or the net income of the organization shall inure to the benefit of or be distributable to any member, officer, or other individual. In the event of dissolution of the organization, all its assets, after payment or making provision for payment of its liabilities, shall be distributed to one or more charitable organizations created for charitable purposes.

ARTICLE XIII

CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the organization or might result in a possible

“excess/benefit transaction.” This policy is intended to supplement but not replace any applicable state and federal laws governing conflict-of-interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person: Any principal officer or member with voting powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - (ii) A compensation arrangement with the organization or with any entity or any individual with which the organization has a transaction or arrangement, or;
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3 paragraph b below, a person who has a financial interest may have a conflict of interest only if the Executive Committee and membership decide that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members with voting powers who are considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of the conflict of interest is discussed and voted upon. The remaining members and Executive Committee shall decide if a conflict of interest exists.

c. Procedures of Addressing the Conflict of Interest:

- (i) An interested person may make a presentation at a meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii) The Executive Committee and membership shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) After exercising due diligence, the membership and Executive Committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the membership and Executive Committee shall determine by a majority vote whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the membership and Executive Committee shall make a decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy:

- (i) If the membership and Executive Committee have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the membership and Executive Committee determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate action.

Section 4. Records of Proceedings

The minutes of any meeting in which conflict-of-interest issues are considered shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. Voting members or any committee members whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from the organization, either individually or collectively, are prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each officer and all members of GRSB shall annually sign a statement that affirms each 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 the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Sectionh 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies; are properly

recorded; reflect reasonable investment or payments for goods and services; further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the GRSB of its responsibility for ensuring that periodic reviews are conducted.

A true copy,

ATTEST:

Secretary

Adopted:

ADDENDUM

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of its officers or members, are as follows:

- a. In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of Massachusetts General Laws Chapter 156B.
- b. The members may make, amend, or repeal the By-Laws, in whole or in part, with a two-thirds (2/3) majority vote.
- c. Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, or charitable purposes, as said terms have been and shall be defined pursuant to sections 180© and 501©(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, or charitable purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members or officers, or any other individuals involved with the GRSB, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in the Articles of Organization. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- e. Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Secretary of the Commonwealth of Massachusetts pursuant to Massachusetts General Laws by the affirmative vote of a majority of the officers; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of the law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more charitable institutions or organizations, created and organized for

nonprofit purposes, similar to those of the corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, as a majority of its officers and membership may by vote designate, and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction to the premises may direct.

- f. No officer shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer as an officer, notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer (i) for breach of the officer's duty of loyalty to the corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct of a knowing violation of law, or (iii) for any transaction from which the officer derived an improper personal benefit. No amendment or repeal of these provisions shall deprive an officer of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.
- g. The corporation shall have the right to solicit and receive contributions, hold fundraising functions, operate a concession stand to raise funds, manage financial accounts holding funds raised, and pay out the monies necessary to achieve its corporate purposes.