

## GIG HARBOR HIGH SCHOOL SPORT BOOSTERS

### BYLAWS

#### Article I

##### Name and Term

The name of the corporation shall be **Gig Harbor High School Sport Boosters** dba Gig Harbor High School Sports Boosters incorporated under the laws of the state of Washington hereafter referred to as the Gig Harbor Tides Sports Boosters, GHTSB, GH Sports Boosters or Tides Boosters' Club and its duration will be perpetual.

#### Article II

##### Offices

A. **Principal Office** The principal office of the GHTSB will be in the State of Washington, County of Pierce, PO Box 1335 Gig Harbor, WA 98335

B. **Registered Office** The registered office of the GHTSB will be incorporated in the State of Washington and may be but may not be identical with the principal office. The address of the registered office may be changed from time to time by resolution by the board of directors

#### Article III

##### Amendments

Recommended amendments to these bylaws may be submitted to the board of directors at any time by any member of the GHTSB in good standing. Such recommendations must be approved by a two thirds (2/3rds) majority vote of the board of directors. Ratification of the recommended changes must be approved by an affirmative vote of a simple majority of the general membership, provided that no such action may be taken that would in any way adversely affect the tax status of the organization. No such amendment may be initiated unless ten (10) calendar days notice of the intention to alter, amend or repeal or adopt new bylaws has been given to all board members along with a draft copy of the proposed changes.

## ARTICLE IV

### Mission

**Mission Statement:** To encourage the success of the Gig Harbor High School

Student-Athletic program, Tide Pride and sportsmanship at all levels of play in partnership with School Administrators through promotion, custodial management, and effective use of team funds; identification of coach, athlete, and team needs; and development and realization of long-range campus needs and goals through fund raising efforts.

## ARTICLE V

### Powers

**A. General Powers:** GHTSB will have all powers granted by Washington law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which the GHTSB is organized. The GHTSB shall not, except to an incidental degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and educational purposes described in the Articles of Incorporation.

**B. Investment Powers:** GHTSB may invest both assets secured by GHTSB, and services provided by GHTSB, as program related investments with board approval. Any returns from such investment will be used by GHTSB for the furtherance of any or all purposes for which the GHTSB is organized. No portion of the returns will inure to the benefit of any member, director, officer or staff member of GHTSB.

**C. Limitation of Powers:** Notwithstanding any other provisions of these bylaws, the GHTSB shall carry out activities permitted by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law and shall be nondiscriminatory, nonpartisan and non-sectarian.

**D. Distribution of Political Literature:** GHTSB is a non-political organization and as such cannot be seen to be endorsing any political party in any way. The distribution of political flyers or other partisan documents at any meetings of GHTSB or arranged by GHTSB is not allowed.

## **ARTICLE VI Membership**

**A. Eligibility:** General membership in the GHTSB shall be open and not limited to parents or guardians of Gig Harbor High School (GHHS) students, GHHS staff, and other concerned citizens of the Gig Harbor community and the Peninsula School District. Other individuals with an interest in athletic activities at GHHS may also apply for membership.

**B. Membership Standing:** An individual or corporate member will be considered in good standing and eligible to vote on any motion put before the general membership at any general meeting by maintaining a current GHTSB membership.

**C. Membership Period:** Membership must be renewed each year. Memberships run from the first day of August of any given year through July 31st of the following year.

**D. Voting Eligibility:** Each current general member of the GHTSB is entitled to one vote on any motion or in connection with any other business which may be brought before the general membership.

## **ARTICLE VII Membership Meetings**

**A. Annual Meeting:** The annual meeting of the GHTSB general membership will be at a time and place deemed appropriate by the board of directors and shall be between August 1 and July 31 st of any calendar year. Members will be notified by electronic mail or US Mail at the address listed on their membership application more than thirty (30) days before

the meeting convenes. The purpose of the annual meeting will be to approve the general budget and such other business as the board of directors brings before the membership.

**B. Quorum:** A simple majority of the GHTSB board of directors shall constitute a quorum for business conducted during the annual meeting unless a vote to amend the bylaws is before the membership. A vote to amend the GHTSB bylaws requires approval by a simple majority of the general membership present at the annual meeting. A simple majority of the board of directors shall constitute a quorum for the transaction of business at the annual meeting; but if less than a simple majority of the directors are present at the meeting, a majority of directors present may adjourn the meeting without further notice.

## ARTICLE VIII

### Directors

**A. Duties of the Board of Directors:** The board of directors will: oversee the management of the affairs of GHTSB; prepare a budget for the fiscal year and make it available to the membership no later than September 1st of any year; present reports and recommendations as needed to the general membership; be responsible for its finances; remain informed of the activities of the various committees; create special committees as the need arises; enter into contracts necessary to accomplish the GHTSB goals.

**B. Qualifications:** Directors must be a current member in good standing of the GHTSB by August 1st of any calendar year. The authorized number of GHTSB directors shall not be less than seven (7) nor more than thirteen (13). The board of directors will consist of four elected officers of the corporation and up to nine members at large. A member at large position may also include a non-voting appointed staff representative of GHHS. The staff representative may be recommended by the GHHS administration and approved by a simple majority of the board of directors.

**C. Limitations:** The totality of board members shall not consist of an exclusive majority from any one sport.

**D. Term:** Each GHTSB director will be elected for a one (1) year

term, from August 1 through July 31.

**E. Nominations:** Nominations for GHTSB directors may come from two sources: 1) A nominating committee appointed by the president will select a slate of directors based on Section B., above; 2) any GHTSB member in good standing wishing to run for a board position may do so by submitting a request signed by five (5) members in good standing to the nominating committee no later than noon of the first Monday in May of any year. This request may be submitted by electronic mail or US Mail with a request for confirmation of receipt.

**F. Elections:** Elections for incoming GHTSB directors will occur prior to the commencement of the next academic year for GHHS. Incoming directors will be elected by a simple majority of members in good standing present at said meeting. Members will be notified by electronic mail of the newly elected directors and said directors shall be seated at the first regular meeting in August.

**G. Vacancies:** Should a vacancy occur on the GHTSB board of directors, such vacancy will be filled by affirmative vote of a simple majority of the remaining directors. Any individual so elected will serve for the remaining unexpired term of

his/her predecessor in that position. All vacancies shall be filled by a simple majority vote of the board of directors within thirty (30) days.

**H. Removal of Directors:** Any director may be removed from the board of directors by two thirds (2/3) vote of the board of directors when that director has acted in a way considered to be in conflict with the best interests of GHTSB, GHHS, its students or staff; for violations of these bylaws or when other obligations prevent the officer from attending board or general meeting(s) on a regular basis; or for failure otherwise to fulfill his/her duties as a board member.

**1. Notices/Meetings:** The board of directors of the GHTSB will meet at least monthly from August 1 through June 30. The regular time and place is the first Monday of each month at 7pm at the GHHS campus. Should the GHTSB president or any (5) five directors deem it necessary to hold meetings in July or any additional meetings a notice stating the place,

date, and time of such meeting will be provided either personally or by regular or electronic mail to each director at least three (3) days prior to the meeting.

**J. Quorum:** A quorum of the GHTSB board of directors, required for any official action or approval, will be a simple majority of the total number of board members, but if less than a simple majority of the directors are present at any meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

**K. Board Decisions:** The act of a majority of the GHTSB directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

**L. Executive Committee:** The executive committee, consists of all GHTSB officers and meets at the request of the president. The executive committee may also meet in the interim between board meetings in case unusual matters arise that cannot wait. The president shall serve as the chairperson of the executive committee. Every effort should be made to inform and include all board members prior to any board decision or resolution.

**M. Voting by Mail or Email:** Where certain GHTSB board or executive motions or resolutions cannot be voted on for lack of a quorum, and there exists a need for expediency, such vote may be conducted by the president, using mail, facsimile or email.

**N. Compensation:** Directors of the GHTSB shall receive no compensation for their services as directors, but the board may, by resolution, authorize reasonable reimbursement for out-of-pocket expenses incurred in the performance of their duties.

**O. Liability:** Indemnification of officers, directors, and appointees. All directors, officers and appointed officials of the GHTSB serve in a volunteer capacity. As such, they shall be indemnified by the corporation for claims arising against them as a result of their service to the GHTSB within the scope of these bylaws. This

demnification shall not apply to criminal or fraudulent acts. Directors will not be personally liable for the GHTSB debts, liabilities, or other obligations.

P. Insurance: The GHTSB shall maintain a Directors and Officers Liability Insurance Policy with a minimum limit of \$1 per occurrence and an aggregate of \$2,000,

## ARTICLE IX Officers

**A. Board Officers:** The GHTSB officers shall be: president, vice president, secretary, and treasurer. **B. Term of Office:** Each officer will serve a one-year term. No individual will hold any one office for more than two (2) consecutive terms or any combination of offices for more than four (4) consecutive terms.

**C. Election of Officers:** Officers of the GHTSB will be elected prior to the commencement of the next academic year for GHHS.

**D. Duties of President:** To preside over all general meetings and meetings of the board of directors; to recommend, for board approval, the chair of any committee deemed necessary or advisable by these bylaws or the board of directors. The president shall be authorized to sign checks for the GHTSB and disburse funds.

**E. Duties of Vice President:** To assume the duties of the president in the absence of the president, including sign checks and disburse funds; and to perform duties or assignments as directed by the president. The vice president shall be authorized to sign checks for the GHTSB and disburse funds in the absence of either the president or treasurer.

**F. Duties of the Secretary:** To record the minutes of all general meetings of the GHTSB and of all meetings of the board of directors; to maintain a permanent file of all such recordings; to handle all daily correspondence; to provide minutes of the immediate past meeting to the board within two weeks of the meeting and to the general membership within two weeks of approval by the board. Also following approval of meeting minutes, forward the minutes to the GHTSB web site webmaster to be archived on the website

**G. Duties of Treasurer:** Treasurer: to keep accurate records of all finances; to receive and pay all bills of the GHTSB and place all monies in a depository approved by the board of directors; to report on the GHTSB finances at each meeting; to

provide an annual report on the GHTSB finances; to have lead responsibility for filing federal, state and local reports as may be required by law; to provide information to auditors as required for an audit of the financial records of the GHTSB. The treasurer shall be authorized to sign checks for the GHTSB and disburse funds. The treasurers shall present the "books" to the GHTSB Certified Public Accountant by October 1st of any calendar year for preparation of Tax Form 990. In addition, the treasurers shall insure that the GHTSB Certified Public Accountant has all payroll records necessary to issue Form 1099s by January 15th of any calendar year.

## **ARTICLE X Committees**

**A. Standing Committees:** GHTSB will have at a minimum, the following standing committees:

1.

**The Finance Committee:** The finance committee will be responsible for the development of an annual budget for the GHTSB, based on the auction income and financial needs of the GHHS sports programs.

**The Membership Committee:** The membership committee will be responsible for the maintenance and development of strategies designed to maximize membership in the GHTSB and make that membership list available to the board of directors and the general membership, upon request.

3.

**The Communications Committee:** The communications committee will be responsible for the publication of events and activities involving the corporation, as deemed necessary by the board of directors.

4.

**The activities Committee:** The activities committee will be responsible for the coordination of the various activities, fundraising, both social and business, pertaining to the corporation and may include the development of new activities and the feasibility study of any suggested activities with reports of results to the board of directors.

5.



**The Sports Liaison Committee:** The sports liaison committee will consist of board representatives to each of the sports programs at GHHS. Responsibilities are to apprise the board of directors of the general activities and any special events involving each respective sport and present any special needs or assistance each may require

6.

**Major Fund-Raising Committee:** The major fund-raising committee chairperson will be responsible for the planning and execution of the Annual Sports Booster fund raising event(s).

1.

**Individual Team Committees:** Individual teams may elect to have a team boosters committee. Such committees shall not be autonomous to the GHTSB and shall not compete with GHTSB for major fund-raising dollars. All funds collected by such a committee shall be deposited in the GHTSB individual team account, as appropriate. No individual team committee shall maintain an individual bank account.

**B. Committee Chairpersons:** Chairs of the standing committees do not have to be GHTSB board members, however, all committee chairpersons must be approved by the board of directors. Special committees may be formed at any time for any need, on the approval of a majority vote of the board of directors

**C. Reporting Responsibilities:** All committees shall have a chairperson and designate at least one of their members to keep notes of each committee meeting. The chairperson shall submit copies of such notes or other written reports to the president prior to the regular monthly board meetings. No committee shall make public any formal action, or make public any resolution, or in any way commit GHTSB without first having received the prior approval of the board of directors.

**D. Financial Responsibility:** No committee shall incur financial obligations without first having obtained authority to do so from the GHTSB board of directors. As part of the Reporting Responsibilities in C, above, the committee chairperson shall submit a financial update to include how and where board approved money has been spent and the balance remaining. All money received by any committee shall be immediately transmitted to the treasurer for deposit with approved banking institutions, and all bills shall be submitted to the treasurer for

authorization and payment thereof. Nothing contained herein shall be construed to limit the power of the board of directors to authorize or direct other methods of committee accounting from time to time.

## **ARTICLE XI**

**Standing Operating Procedures (SOP)** In addition to these Bylaws, the GHTSB may generate SOPs in order to clarify or expand upon procedures such as the Coaches' Playbook.

### ARTICLE XI Finances and General Provisions

A. **Fiscal Year:** The fiscal year of the GHTSB will begin on the first day of August and end on the last day of July in each calendar year.

B. **Funds:** All funds received by GHTSB shall be placed in either the general fund or one of the team designated funds as directed by the person making the donation or designation. The President and Treasurer shall be authorized to sign checks for the corporation and disburse funds. The Vice-President shall be authorized to sign checks in the absence of the President or Treasurer. Two signatures are required to sign all checks.

C. **Annual Financial Review:** Within two (2) months after the close of the fiscal year, the treasurer will direct the designated GHTSB Certified Public Accountant to prepare a year-end financial statement showing the source and application of the previous year's funds and the financial condition of the Association. This audit report will be presented to the board of directors no later than the November regular board meeting. The treasurers shall present the "books" to the GHTSB Certified Public Accountant by October 1st of any calendar year for preparation of Tax Form

990. In addition, the treasurers shall insure that the GHTSB Certified Public Accountant has all payroll records necessary to issue Form 1099s by January 15th of any calendar year.

**D. Budget:** A budget of committed expenses for the fiscal year will be presented by September 1st of each year to the general membership for approval. A minimum of twenty thousand dollars (\$20,000.00) will remain in the general fund at the close of the fiscal year to cover expenses for the next fiscal year. After the budget has been approved, budgeted items less than \$250.00 will be paid without necessity for a vote of the board of directors.

**E. Finances:** The following procedures will be followed for all expenditures related to the programs and activities of GHTSB:

Requests for general funds to purchase items costing \$250.00 or more will be submitted as part of the GHTSB Pro Forma budget process no later than the end of each school year.

Requests for general funds to purchase items costing less than \$250.00 will be submitted to any board member no later than one week prior to the next regular board meeting or else the matter will be tabled until the following month.

3.

In the event of exigent circumstances, an emergency vote may be taken, and may occur via email and/or conference call, to consider a request for general funds expenditure(s). The board of directors shall have the final say as to whether exigent circumstances exist.

4.

The following

The following shall not be funded from the GHTSB general fund: continuing education or professional training for teachers, coaches, staff or athletes; compensation for time and services; individual student financial needs, nor offer loans or financial assistance to an individual to assist in their participation in GHHS athletics; a team's participation in tournaments without the sponsorship or affiliation of the WIAA West Central

District 3/Narrows League.

F. Gifts: The board of directors may accept on behalf of GHTSB contribution, gift, bequest, or device for any purpose of GHTSB and may, at their discretion, accept gifts for other purposes as such that the contribution, gift, bequest, or device does not inure to the benefit of any member of GHTSB.

G. Contracts: The board of directors may authorize any officer(s), or agent(s) of GHTSB in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of GHTSB, and such authority will be confined to specific instances known to and approved by the board of directors.

H. Definitions: Unless some other meaning and intent is apparent from the context, the plurals shall include the singulars and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

#### ARTICLE XII

Corporate Seal GHTSB will have no corporate seal.

#### ARTICLE XIII Indemnification

A. GHTSB may indemnify any officer or director, or a former officer or director, their heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as officer or director of GHTSB. GHTSB may advance expenses where appropriate. Payments of Indemnification shall be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these bylaws also. The rights of indemnification set forth herein are not exclusive.

B. An officer or director is not entitled to indemnification if the cause of action is brought by GHTSB itself against the officer or director, or if it is determined in judgment that the officer or director was derelict in the performance of their duties or had reason to believe their action was unlawful.

C. No director, trustee or officer of the GHTSB will be personally liable to the GHTSB or its members for monetary damages for conduct as a director, trustee, or officer provided that this article will not eliminate the liability of a director or officer for any act or omission occurring prior to the date when this article becomes effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act. D. The GHTSB shall maintain a Directors and Officers Liability Insurance Policy with a minimum limit of \$1 per occurrence and an aggregate of \$2,000,

#### **ARTICLE XIV Actions by Written consent**

Any GHTSB action required or permitted by the Articles of Incorporation or bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) of the GHTSB, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a majority vote and may be described as such.

#### **ARTICLE XV Maintenance and Inspection of Corporate**

**Records** A. The GHTSB shall keep its principal office in this state, the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

B. The accounting books, records, and minutes of proceedings of the board of directors and any committees of the GHTSB shall be kept at such place or places

ated by the board of directors or, in the absence of such designation, at the principal executive office of the GHTSB. The minutes shall be kept in written or type form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the GHTSB shall turn over to his or her

successor or the president, in good order: such corporate monies; books, records; minutes; lists; documents; contracts; office equipment (Treasurer's Laptop Computer and printer; Secretary/Auction Laptop Computer and Printer and Scanner); or other property of the GHTSB as have been in the custody of such officer, employee, or agent during his or her term of office.

C. Each GHTSB member in good standing shall have the right to inspect all financial records and the physical properties of the GHTSB by providing a confirmed ten (10) calendar day written notice to the president or treasurer. The inspection may be made in person or by an agent or attorney, and shall include the right to copy documents at such member's own expense

#### **Article XVI Dissolution**

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code.

**This document is a complete and correct copy of GHTSB bylaws.**

**Adopted by the board of directors on this date February 15th, 2022  
and are now in effect.**

**Mia Darnell,  
Secretary**

**Josie 'Mia  
Darnell**

**Gig Harbor Tide Sport  
Boosters**

Date

16 Feb 2022

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*Kevin Beweill/*

KEVIN B. Dull,VP

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