

**BY-LAWS**  
**OF**  
**WAUBONSIE VALLEY HIGH SCHOOL – ATHLETIC BOOSTER CLUB,**  
**AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**

**OFFICES**

SECTION 1. REGISTERED OFFICE. The principal office of Waubonsie Valley High School – Athletic Booster Club (the “Corporation”) shall be located at 2590 Ogden Avenue, Aurora, Illinois 60504. The Corporation may have such other offices, either within or without the State of Illinois, as the business of the Corporation may require from time to time.

SECTION 2. REGISTERED AGENT. The registered office of the Corporation is required by the Not-for-Profit Corporation Act to be maintained in the State of Illinois and may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

SECTION 1. ANNUAL MEETING OF THE MEMBERS. The annual meeting of the Members shall be no later than April 30<sup>th</sup>, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If the election of directors and officers shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the Members as soon thereafter as conveniently possible.

SECTION 2. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting of all Members called by the Board of Directors. A waiver of notice signed by all Members may designate any place, either within or without the State of Illinois, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois, except as otherwise provided in Section 5 of this Article.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Members may be called by the president, by the Board of Directors, or by not less than one-fifth of all the outstanding Members of the Corporation. Special meetings shall be held on the third Monday of each month at Waubonsie Valley High School unless otherwise specified in a notice by the Board of Directors.

SECTION 4. NOTICE OF MEETINGS OF ALL MEMBERS. Written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than forty (40) days before the day of the meeting to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered to the Member if addressed to his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION 5. IMPROMPTU MEETING OF ALL MEMBERS. If all of the Members shall meet at any time and place, either within, or without the State of Illinois, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

SECTION 6. MEMBERSHIP. All individuals meeting the definition of a "Member" as set forth in Article VI shall collectively constitute the Membership of the Corporation.

SECTION 7. VOTING LISTS. The officer or agent having charge of the membership list of the Corporation shall maintain a complete list of Members in good standing entitled to vote at a meeting for the purpose of election of Directors. The current list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall be subject to the inspection of any Member during the whole time of any meeting. The current membership list, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the Members entitled to examine such list.

SECTION 8. QUORUM. Seven Members in good standing of the Corporation shall constitute a quorum at any meeting. If less than a quorum is present, the meeting may adjourn from time to time without further notice.

SECTION 9. PROXIES. No voting by proxy shall be permitted.

SECTION 10. VOTING OF MEMBERS. Each Member in good standing shall be entitled to one vote for each Director position at a meeting for the election of the Board of Directors.

SECTION 11. MEMBERSHIP RENEWAL. Membership must be renewed annually.

SECTION 12. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to a vote with respect to the subject matter thereof.

SECTION 13. VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order, or any Member shall demand, that voting be by ballot.

## **ARTICLE III**

### **DIRECTORS**

SECTION 1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall:

- A. Conduct themselves as empowered and authorized by these by-laws.
- B. Hear rule on Members' grievances.
- C. Set policy and coordinate Members' efforts in furtherance of corporate objectives.
- D. Serve on such committees as necessary, and assist officers in the operation of the Corporation.

SECTION 2. NUMBER, TENURE AND QUALIFICATION. The number of directors of the Corporation shall be at least three (3), but no more than eleven (11) voting Members unless otherwise elected as directors by the Membership. The Athletic and Activity Directors of Waubonsie Valley High School shall serve as directors. Each director, other than the Athletic and Activity Directors of Waubonsie Valley High School, must be a parent or guardian of a student who participates in an IHSA sanctioned sport team or IHSA emerging sport team at Waubonsie Valley High School. All existing officers and directors whose athlete is injured or voluntarily leaves a sport may remain in office or may be reelected to the same office for the high school tenure of said athlete. The nominee receiving the majority of the voting member's votes in attendance at such meeting shall be the elected director and will serve for one (1) fiscal year, commencing on July following their election.

SECTION 3. REGULAR MEETING. A regular meeting of the Board of Directors shall be held without notice, other than this by-law, immediately after, and at the same place as the annual meeting of all Members. The Board of Directors may provide, by resolution, the time and place, either within or outside of the State of Illinois, for the holding of additional regular meetings without other notice other than such resolution.

SECTION 4. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or mailed to each director at his/her address as it appears on the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM AND VOTING. Each director in good standing shall be entitled to one vote upon each matter submitted to vote at a meeting of Members. A simple majority of those directors elected in a given year shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice. As an alternative, in order to constitute a quorum, a maximum of two (2) directors may vote at a meeting of members via telephone. Each director may exercise this right two (2) time during his/her one year tenure.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of the Members called for that purpose, or by the Board of Directors.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the Articles of Incorporation or by-laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing and or via email, setting forth the action so taken, shall be approved by all the directors entitled to vote with respect to the subject matter thereof, or by all the Members of such committee, as the case may be. Any such consent signed by all the directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

SECTION 10. COMPENSATION. Directors shall serve without Compensation.

SECTION 11. PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

## **ARTICLE IV**

### **OFFICERS**

SECTION 1. NUMBER. The officers of the corporation shall be a president, past president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, the Director of Warrior Wear and the Director of Concessions, and such assistant treasurers, committees chair or other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of all Members. The officers of the Corporation may, but need not be Members of the Board of Directors. The elected candidates shall serve in the position to which they were nominated. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he resigns or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights. No Member shall hold the same title of officer for more than four (4) consecutive years.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. Any officer who fails to attend three (3) consecutive Board meetings may, with the consent of a majority of the Board of Directors, be deemed to have vacated their position. The Board may then choose to appoint a new officer to fulfill the remaining term.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall schedule and preside at all meetings of the membership and of the Board of Directors. He/she may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be requiring by law to be otherwise signed or executed, and in general shall perform all duties of president and such other duties as may be prescribed by the Board of Directors from time to time. The President, or his/her delegate, shall act as liaison with the Activity Director, the Athletic Director or other appropriate personnel at Waubonsie Valley

High School.

SECTION 6. PAST PRESIDENT. The past president shall be the principal advisor providing continuity of business affairs of the Corporation and shall in general supervise the transition of the business and affairs of the Corporation for the year after serving as president.

SECTION 7. THE VICE-PRESIDENT(S). In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary and assistant secretary, certificates for membership of the Corporation, and shall perform such other duties as from time to time be assigned to him/her by the Board of Directors. In addition to the foregoing, the vice-president, individually or through his/her delegate shall maintain the master and current version of the Articles of Incorporation and By-laws.

SECTION 8. THE TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors, including but not limited to, preparing and proposing Corporate budgets, collection and disbursement of funds (provided, however, that any single expenditure item in excess of \$500.00 shall be approved in advance by the Board of Directors), and (c) notify the Secretary of any Member not in good standing.

SECTION 9. THE SECRETARY. The secretary shall: (a) keep the minutes of the Members and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Member, which shall be furnished to the secretary by such Member; (e) sign with the president or vice-president, certificate for membership of the Corporation, issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the membership books of the Corporation; (g) maintain a current list of Members in good standing; (h) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors; and (i) read and respond to all correspondence as directed by the Board of Directors.

SECTION 10. COMMITTEE CHAIRS. The committee chairs shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The committee chairs secretaries as thereunto authorized by the Board of Directors may sign with the president or a vice-president, certificates for membership of the Corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

SECTION 11. SALARIES. There shall be no salaries for officers.

## **ARTICLE V**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such authorization shall be evidenced by resolution of the Board.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a signed resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer or such other officer, or officers, agent or agents of the Corporation as shall be from time to time determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation 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 VI**

### **MEMBERSHIP**

SECTION 1. MEMBERSHIP DEFINITION. Membership shall be limited to persons who pay annual dues as determined by the Board of Directors.

Unless otherwise provided by the articles of incorporation, the board of directors of the corporation may provide by resolution that some or all of any class or series of shares shall be uncertificated shares, provided that such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to the Act. Except as otherwise expressly provided by law, the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.



SECTION 2. AWARD OF MEMBERSHIP; GOOD STANDING. Membership shall be awarded by resolution of the Board of Directors pursuant to payment of dues. Membership shall be awarded for each corporate fiscal year. For the purposes of this paragraph and these By-laws, a "Member in Good Standing" is defined as any Member who is not in arrears on any or all fees, dues, payments, or other amounts owed to the Corporation. Any Member who is not in Good Standing will be immediately returned to good standing upon payment of any and all amounts in arrears. In the sole discretion of the Board, any Member who is in arrears in the payment of fees shall not be permitted to vote on any item coming for a vote before the membership.

SECTION 3. TRANSFERS OF MEMBERSHIP. Membership is not transferable.

SECTION 4. MEMBERSHIP DUES. Membership dues shall be determined by the Board of Directors not less than annually.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June in each year.

## **ARTICLE VIII**

### **DIVIDENDS**

The Corporation may not declare dividends.

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the By-laws or under the provisions of the Articles of Incorporation or under the provisions of The Not-For-Profit Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**COMMITTEES**

The following committees may be appointed annually by the officers:

- A. Membership Committee.
- B. Fundraising Committee.
- C. Team Spirit Liaison Committee.
- D. Pig Roast Committee.
- E. Scholarship Committee.
- F. Such other committees as the Board of Directors deems appropriate or necessary from time to time.

**ARTICLE XI**

**PURPOSE**

The purposes for which the Corporation is organized are educational, and include promotion of competition in sports for students attending the Waubonsie Valley High School in Aurora, Illinois. The Booster Club shall boost, support, encourage and aid Illinois High School Association (IHSA) sanctioned sport teams, IHSA emerging sports teams, and events sanctioned by the administration at Waubonsie Valley High School.

**ARTICLE XII**

**AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any meeting of the Board of Directors of the Corporation by a majority vote of the directors present at the meeting.

Adopted: February 24, 2011

Amended: July 2015