

PORTSMOUTH MIDDLE SCHOOL  
ATHLETIC BOOSTERS CLUB

Portsmouth, RI

Bylaws

Approved April 15th, 2010

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## Articles of the PMSABC Bylaws

### *I: Name*

The name of this organization shall be the PORTSMOUTH MIDDLE SCHOOL ATHLETIC BOOSTERS CLUB (referred to as "PMSABC"). The address is Portsmouth Middle School, Attn: PMSABC, 125 Jepson Lane, Portsmouth, RI 02871. The url is [www.pmsabc.com](http://www.pmsabc.com)

### *II: Purpose*

PMSABC is a non-profit making organization whose membership is made up of individuals and other entities who are interested in supporting Portsmouth Middle School (PMS) student-athletes, both boys and girls, and the athletic programs in which they participate. PMSABC believes that the sportsmanship, fellowship, leadership, character, and team spirit experienced in athletic competition is an integral part of a well-rounded and wholesome education.

PMSABC wishes to promote the interests of the athletic and related programs at Portsmouth Middle School, specifically:

- a) To enhance opportunities for student participation in interscholastic athletics by funding athletic programs which are not provided for within the Portsmouth School District (PSD) budget.
- b) To provide additional opportunities for student participation in intrascholastic/intramural athletics.
- c) To enhance the quality of all PMS athletic experiences by providing all athletic programs financial support to meet needs not provided for within the PSD budget.
- d) To promote excellence in all Portsmouth Middle School athletic programs.
- e) To foster a spirit of sportsmanship among participants and spectators alike.
- f) To work with Portsmouth school officials, the Portsmouth School Committee and the Portsmouth Town Council in matters related to the middle school athletic programs.
- g) To enlist the cooperation and support of all parents, alumni, friends and fans of Portsmouth Middle School students in carrying out our objectives.
- h) To conduct fund raising and other public events in support of the above objectives.

### *III: PMSABC Organizational Structure and Operating Guidelines*

The PMSABC is governed by a Board consisting of a President, a Vice-President for each athletic program provided, or proposed, at Portsmouth Middle School, a Secretary, a Treasurer, and Directors. Board size is defined herein.

The PMSABC provides a framework by which all sports programs at Portsmouth Middle School can benefit from PMSABC fundraising. Sponsored athletic programs shall be fully funded by the PMSABC whereas middle school athletic programs that are funded within the PSD budget will be provided financial support for needs when resources permit.

Any PMSABC member in good standing may petition the PMSABC Board to sponsor an athletic program that is not funded within the school budget nor already sponsored by the PMSABC. The Board will consider requests to sponsor a proposed athletic program and may approve sponsorship of the athletic program with a

required majority vote, as provided herein, being also subject to Portsmouth School Committee approval, PMS Principal endorsement, sufficient justification for a viable and sustainable community funded program, and an individual willing to serve as the Vice President for that proposed athletic program.

The proceeds from membership fees and all fundraising except for directed fundraising, as defined herein, shall be deposited into the PMSABC general account. The PMSABC is responsible for meeting all annual recurring expenses of the athletic programs sponsored by the PMSABC. In addition, the PMSABC may provide additional financial support, when resources permit, to any athletic program at the Portsmouth Middle School. The Board will consider requests and shall fund requests as approved by majority vote of the Board, as provided herein, considering the availability of funds and prioritization of requests as determined by the Board.

Any Vice President may petition the Board to perform directed fundraising to meet a specific and well-defined need of a specific athletic program if the general fund cannot support the request in the current operating year. The Board shall approve a request for directed fundraising by majority vote. Directed fundraising is defined as a specific fundraising event or limited duration fundraising initiative performed to support a request of an individual athletic program. All proceeds of the directed fundraising shall be segregated from the general fund and provided directly to meet the financial need defined in the directed fundraising request.

#### *IV: Membership*

Regular Membership – Any person, of good moral character, interested in furthering the objectives for which this organization is formed, may become a regular member upon payment of annual dues as determined by the Board. Membership in PMSABC is at the will of PMSABC and can be revoked by a majority vote of the Board.

#### *V: Year*

The operating, fiscal & tax year shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

#### *VI: Dues*

There shall be regular annual dues for membership in PMSABC. The amount of dues shall be established each year by a majority vote of the Board. Payment is valid for the operating year in which payment is made.

#### *VII: Board of Directors & Officers*

Board of Directors and Officers (referred to as the “Board”) shall consist of:

- a) President (Officer & voting)
- b) Secretary (Officer & voting)
- c) Treasurer (Officer & voting)
- d) 1<sup>st</sup> Vice President (Officer & voting)
- e) 2<sup>nd</sup> Vice President (Officer & voting)
- f) Other Vice Presidents as Necessary (Officers & voting)
- g) Directors (voting)
- h) Immediate Past President (non-voting)

All Board members shall be regular members in good standing. The Board shall consist of at least 7 voting members but not more than 15 voting members.

The Immediate Past President shall be a non-voting member of the Board, provided he/she remains a paid, regular member in good standing.

Board members who do not attend 3 consecutive meetings are not eligible to make a motion, second a motion, participate in discussion after a second, or vote during their first meeting back. Full voting rights are restored on their second meeting back. Board members who do not attend 5 consecutive meetings, regular or special, are no longer members of the Board (membership automatically revoked).

New Board members will generally be elected in at the last meeting of the year, or the first meeting of the year and at any time deemed necessary. Board members will serve a term of two years unless otherwise noted.

### *VIII: Duties & Responsibilities of Officers & Directors*

**President** – The President shall preside at all Board meetings of PMSABC, be an ex-officio member of all committees except the nomination committee, appoint chairmen of all non-standing committees, call special meetings, and perform all other duties usually pertaining to the office. The President shall be the liason between the PMSABC and the PMS, PSD, the PMSPTO, the School Committee, and the Town Council.

**Vice Presidents** – A Vice President as appointed by the President shall assist the President as necessary or assume President's duties at Board meetings due to absence. Each Vice President shall be the liason to the coaches for the sponsored athletic program and be the liason to the related youth sports organizations in town. Each Vice President shall present the annual operating budget and budget requests for the athletic program under their cognizance to the PMSABC Board.

**Secretary** – The PMSABC Secretary shall record minutes of all Board meetings. The meeting minutes shall include the names of all Board Members present, Board Members not present, other Regular Members and guests present. The PMSABC Secretary shall also include in the minutes the vote count (affirmatives, negatives, abstentions) for all votes taken. The PMSABC Secretary shall maintain a binder which will be available at all meetings. The binder shall contain at least all Board meeting minutes for the year. A copy of the meeting minutes from the previous Board meeting shall also be provided to all board members at each meeting.

**Treasurer** - The PMSABC Treasurer shall manage and account for all PMSABC monies. The Treasures shall:

- 1) present a written 1 page document at each regular Board meeting which will include a balance sheet and a monthly income statement . Balance sheet section shall contain a balance of all PMSABC funds. Monthly Income Statement section will show all revenues and expenditures since the last meeting as well as previous year/same month figures. Board members shall be provided a copy at each regular meeting.
- 2) maintain a binder which shall be brought to all PMSABC meetings. The binder shall contain:
  - a) all balance sheet/income statements for the past year
  - b) operating year expenditure log noting date, recipient, amount and purpose of all spending

c) current year expenditure log

3) make account statements, Passbooks, Certificates of Deposit, etc, available to the Board as requested.

4) maintain a listing of paid members and make list available at meetings and reported on during the Treasurers' report

Directors – shall chair and/or sit on committees.

#### *IX: Meetings*

Regular meetings shall be held monthly. Special meetings may be called by the President. During the May meeting in even years nominees for board positions will be determined. During the June meeting in even years officers and directors will be elected for the upcoming year. Meeting notice shall be posted at least seven days before any meeting.

Roberts Rules of Order shall be used to run and maintain meeting order.

Regular members and invited guests may attend and observe meetings. They may also participate if recognized to do so by the meeting "Chair" (PMSABC President, or designee, in the President's absence).

PMSABC may conduct business at any regular or special meeting provided a quorum of the approved board membership is present.

Quorum = majority, more than 50%.

The Board may, in order to conduct regular business only, allow a member, or members, to cast a vote via email or other acceptable electronic method. The Secretary shall record any electronic votes as such.

The President may adjourn to Executive session whenever he/she deems appropriate. Only Board Members shall be present during Executive session.

#### *X: Votes*

Decisions concerning expenditures of funds and other regular matters voted on by the Board shall be decided upon by a simple majority vote. A quorum as define herein is required to conduct any vote.

#### *XI: Changes to the Bylaws*

Desired changes to the Bylaws of the PMSABC, must be presented to the Board in writing, at a regularly scheduled meeting. A motion to adopt such change must be voted on in the affirmative by a two-thirds majority (quorum must exist).

#### *XII: Conflict of Interest Policy*

PMSABC shall adopt and maintain a "Conflict of Interest Policy."

*XIII: 501(c)(3)*

PMSABC shall maintain status as a 501(c)(3) organization through association with another organization or independently.

*XIV: Removal of Board Member / Regular Member*

As stated in *article IV: Membership*, “membership is at the will of PMSABC” and as such may be revoked by PMSABC. A member will be placed into a “suspended” status by a 2/3rds majority vote during a regular or special meeting. A suspended member may no longer participate in any club business. PMSABC will then take a second vote at the next regularly scheduled meeting or at a special meeting held prior to the next regular meeting. If an affirmative vote to revoke membership is confirmed a second time by a 2/3rds majority vote, membership status is immediately revoked. If the second vote does not reach the required 2/3rds majority vote, or if a second vote does not occur at the next meeting (regular or special), then the member is off of suspension and returns to a status of “member in good standing”. The member may also resign in between the first and second votes. If the member chooses that option, the minutes will record that the member resigned and the second removal vote will not occur.

*XV: Disband*

PMSABC President or Treasurer shall notify the Portsmouth School District (PSD) School Committee Chairman, the PSD Superintendent, the Middle School Principle, and the Portsmouth High School Athletic Boosters Club (“PHSABC”) in the event that PMSABC will cease to operate. A complete listing of all funds shall be provided. It is PMSABCs desire that PMSABCs remaining funds be transferred to the PHSABC or other similar entity or initiative for athletics at the PMS or PHS.

*XVI: Compensation*

Directors of the Board, including Officers, shall not receive salaries or compensation for their services to PMSABC. However, reasonable compensation may be paid to individuals who are also PMSABC Directors for services rendered to PMSABC, provided that such services have been duly approved by a majority of the Directors present at any properly convened Board meeting and further provided that the provision of such services are in accordance with the duly approved Conflict of Interest Policy.

*XVII: Political Candidate Endorsements*

PMSABC at no time shall endorse, recommend or oppose any candidate for political office.

*XVIII: Influence*

It is not the intention of the PMSABC to seek to direct the administration of PMS athletics or activities. It does not desire to control the policies as set forth by school authorities. It does desire to provide feedback, recommendations, and suggestions on these matters to school authorities and administrators.

*XIX: Discretionary Spending*

The President shall be authorized to spend \$250 per month, or any other amount approved by a majority vote of the Board, on PMSABC activities without prior Board approval. Any amount spent shall be reported on at the next meeting.

*XX: General Spending*

Only expenditures for Portsmouth Middle School Athletics will be considered, and any such expenditures must be approved by a majority vote of the Board.

*XXI: Fund Raising*

All fundraising from membership fees will be for the benefit of PMSABC's general fund. All directed fundraising will be segregated from the general fund and held in a specific fund .

Fundraising efforts that require student participation shall be authorized under conditions that do not conflict with instructional programs and are in accordance with the requirements of the Rhode Island General Laws, in particular s.16-38-6, "Commercial Activities Prohibited – Conduct of Teachers." Furthermore, any fundraising that requires student participation shall follow Portsmouth School District policy.

*XXII: Indemnification*

PMSABC shall, to the extent legally permissible and only to the extent that the status of PMSABC is not affected thereby, indemnify the Directors, including Officers, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the extent permitted by s. 7-6-6 of the Rhode Island Nonprofit Corporation Act as may be amended. The Board may authorize PMSABC to purchase and maintain insurance on behalf of any person who is a Director or Officer against liability asserted against such person, and incurred by such person in any capacity or arising out of his or her status as such.



# Portsmouth Middle School Athletic Boosters Club Conflict of Interest Policy

## Articles

### CIP-I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's, Portsmouth Middle School Athletic Boosters Club (known hereafter as PMSABC), interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of PMSABC 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.

### CIP-II: Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which PMSABC has a transaction or arrangement,
- b. A compensation arrangement with PMSABC or with any entity or individual with which PMSABC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PMSABC 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. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### CIP-III: Procedures

#### 1. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether PMSABC 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in PMSABC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### CIP-IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions 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.

#### CIP-V: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from PMSABC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PMSABC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PMSABC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### CIP-VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands PMSABC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### CIP-VII: Periodic Reviews

To ensure PMSABC 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 reviews 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 PMSABC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

#### CIP-VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, PMSABC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.