

**Bylaws of the
Galena High School Five Star Boosters
3600 Butch Cassidy Way
Reno, NV 89511**

Article I: Name

The name of this organization is the Galena High School Five Star Boosters 3600 Butch Cassidy Way, Reno, Nevada 89511.

Article II: Purpose

The Galena High School Five Star Boosters (5-Star Boosters) is an organization committed to enhancing the educational opportunities of students at Galena High School. The organization is organized exclusively for educational and charitable purposes as a non-profit, non-stock membership corporation organized under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code".)

The Five Star Boosters shall:

- a. Strengthen the relationship between students, parents and the school and work with the school to ensure the ongoing quality of educational programs and activities for all students;
- b. Help secure and provide additional needed resources for students, programs, and activities beyond those provided by Galena High School and the Washoe County School District;
- c. Help in developing and maintaining a sense of community within Galena High School to provide a safe, secure, and productive educational environment for all students; and
- d. Provide cooperative assistance, through volunteers, in assisting teachers and staff in needed school operations, programs, classes and activities as requested by administrative and staff personnel.

Article III: Basic Policies

- a. The Five Star Boosters shall be non-profit, non-commercial, non-sectarian and non-partisan and shall endorse no political candidate.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

c. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (i) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code; or (ii) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

d. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and that serve the educational needs of students in the same geographic area as Galena High School.

e. The Five Star Boosters will adhere to the policies and procedures outlined in the Policies and Procedures document, which is to be reviewed annually by the Board of Directors and updated as needed with a vote by the Board of Directors.

f. The Five Star Boosters Finance Committee shall review the Financial Policies and Procedures Addendum on a yearly basis and make recommendations to the Board of Directors to amend it if needed.

Article IV: Membership

Section 1. Parents of students enrolled at Galena High School, teachers and staff and supportive community members are encouraged to join the Five Star Boosters by paying annual membership dues.

Section 2. Membership dues shall be determined annually by the Board of Directors. Membership dues are to be paid at the beginning of the school year. Every member who has paid current dues shall have a vote at any general membership meeting and be eligible for office.

Section 3. Regular general membership meetings of Five Star Boosters shall be held during the school year no less than once a year. Seven days notice shall be given to the membership of any change of date. A majority of the Board of Directors plus four members constitutes a quorum.

Section 4. The general membership shall adopt the budget at its first meeting of the school year.

Section 5. The general membership meeting to elect officers for the following year will be held in May.

Article V: Officers

The officers of the Five Star Boosters shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected in the month of May for a term of one year. The slate of Officers and Committee Chair(s) shall be presented to the General Membership in April. A vacancy in any office shall be filled by a majority vote of the Board of Directors.

Article VI: Duties of Officers

Section 1. The President shall preside at all meetings of the organization and the Board of Directors, at which she/he is present and is responsible for the administration of the organization. The President has oversight of the budget preparation and is an ex-officio member of all committees.

Section 2. The Vice-President shall act as assistant to the President; perform the duties of the President in her/his absence; and assume the duties of the President in her/his inability to complete her/his term.

Section 3. The Secretary shall record the minutes of all meetings of the organization and of the Board of Directors and present said minutes at the organization and Board of Directors meetings, maintain a copy of all minutes for approval at the following regular meeting and be prepared to read the records of any previous meetings. The Secretary shall also maintain a current copy of the bylaws and the membership list and send any necessary documents to the state entity as requested.

Section 4. The Treasurer shall:

- a. Maintain custody of the funds of the organization;
- b. Maintain a full and accurate account of all receipts and expenditures of Five Star Boosters;
- c. In accordance with the budget adopted by the organization, make disbursements as authorized by the President, Vice-President, Board of Directors, or organization;
- d. Make certain that all vouchers are signed by an officer;
- e. The Treasurer is to be bonded each year.
- f. Make certain that any checks written in the amount of \$300 or above are signed by any two of the following members of the Board of Directors: the Treasurer, the President, or the Vice President;
- g. Present a financial statement at every meeting of the organization and at other times when requested by the Board of Directors or the President;
- h. Prepare a year-end report which will be available for presentation at the first meeting of the new fiscal year;
- i. Have the accounts examined by the Finance Committee annually, who if satisfied that the year-end report is correct, shall indicate as such in the Finance Committee Minutes;

- j. Prepare and file such forms as required by the IRS or other tax agencies; and
- k. Serve on the Finance Committee.

Section 5. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned to them by the Board of Directors; deliver to their successors all materials pertaining to their job; and attend at least 50% of the meetings of the Board of Directors and the organization.

Article VII: Board of Directors

Section 1. The business affairs of the Five Star Boosters shall be managed by the Board of Directors in the intervals between general membership meetings.

Section 2. The members of the Board of Directors shall be the elected officers, the chair(s) of the standing committees, and a faculty member of Galena High School.

Section 3. Duties of the Board of Directors shall be to transact necessary business of the organization between general membership meetings and report on such activity to the general membership; to create special committees and appoint chair(s) to special and standing committees and approve the “plans of action” of the committees; and to approve a preliminary budget at the May Board of Directors meeting.

Section 4. Regular meetings of the Board of Directors shall be held during the year, the date and time to be determined by the Board of Directors at its first meeting of the year. A majority of the officers plus two members of the Board of Directors constitutes a quorum for conducting business. Once a quorum has been established, the Board of Directors may continue to conduct business until adjournment.

Section 5. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors, with not less than two days’ notice given to the members.

Section 6. Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the Board of Directors, they shall automatically cease to be a member and shall be relieved of all duties and responsibilities incident to such membership. All records, books and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the Treasurer within fourteen days.

Section 7. To the fullest extent that Chapter 78 of the Nevada Revised Statutes permits elimination or limitation of the liability of directors and officers, no member of the Board of Directors or elected officer shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member or officer. Any amendment or repeal of this Article which has the effect of increasing member or officer liability shall operate

prospectively only, and shall not affect any action taken, or any failure to act, prior to its adoption.

Section 8. Any officer or member of the Board of Directors may resign at any time by giving written notice to the Board of Directors in care of the Secretary to be presented to the President and Board of Directors to fill the vacancy. Any officer or member of the Board of Directors may be removed from said office for cause with a two-thirds vote of the Board of Directors. Upon resignation or removal, officers or members of the Board of Directors are to immediately turn over all records, books and other materials pertaining to the position to the President and all funds pertaining to the position shall be returned to the Treasurer within forty-eight hours.

Article VIII: Committees

Section 1. The Five Star Boosters shall have standing committees and special committees. Only members of the Five Star Boosters may serve as committee chair(s)

Section 2. The Standing Committees shall be formed to address the five areas of Academics, Achievement, Activities, Art, and Finance. The chairmen of the standing committees will be appointed by the Board of Directors and will serve for a term of one year.

Section 3. Special committees may be created by the Board of Directors as needed. The chairmen of the special committees will be appointed by the Board of Directors and will serve for a term of one year.

Article IX: Finance

Section 1. The fiscal year of the Five Star Boosters shall begin on the 1st day of July and end on the last day of June. A preliminary budget shall be prepared annually by the Board of Directors in May and a final budget presented to the membership at the first meeting of the school year.

Section 2. The Board of Directors shall appoint a Finance Committee whose members shall include the president, treasurer, the Finance Committee Chair(s), and one at-large Five Star Boosters member. The Finance Committee shall perform an annual review of the Treasurer's reports and bank statements and make recommendations on the fiscal health of the organization. In addition, the Financial Committee shall review the performance of the Endowment Fund at least twice each year and make recommendations to the Board of Directors on the oversight of and disbursements from the Fund as the Committee deems appropriate.

Section 3. The annual financial statements, along with the Treasurer's reports will be submitted to the Finance Committee within 45 days after the end of the Five Star Boosters fiscal year.

Article X: Indemnification

Except as prohibited by state law, every member of the Board of Directors and officers shall be entitled as a matter of right to be indemnified by the organization in connection with any actual or threatened claim, action, suit or proceedings, civil, criminal, administrative, investigative or other, whether brought by or in the right of the organization or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a member of the Board of Directors or an officer, no such right of indemnification shall exist with respect to an action brought by a member of the Board of Directors or an officer against the organization other than in a suit for indemnification.

Article XI: Parliamentary Authority

A Parliamentarian shall be appointed each year by the Board of Directors. The role of the Parliamentarian is to ensure that the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Five Star Boosters in all cases in which they are applicable and in which they are not in conflict with these bylaws or the articles of incorporation.

Article XII: Amendments

These bylaws may be amended at any regular membership meeting by a two-thirds vote of the members present and voting, provided that notice of the amendment has been given at the previous membership meeting or in writing 30 days before the meeting.

A committee may be appointed by a two-thirds vote of the Board of Directors, to submit a revised set of bylaws. The requirement for adoption of a revised set of bylaws shall be the same as is in the case of an amendment.

Addendum

Galena High School Five Star Boosters (5-Star Boosters) Finance Committee Financial Policies and Procedures

1. The Financial Policies and Procedures Addendum is separate from the Bylaws. Its intent is to direct the policies and procedures of the Finance Committee. The Finance committee shall review this addendum on a yearly basis at a minimum and make recommendations to the Board of Directors to amend it if needed. Any revisions or updates may be approved at a regular membership meeting by a two-thirds vote of the members present and voting, provided that notice of the changes has been given at the previous membership meeting or in writing 30 days before the meeting.
2. All expenses are to be advanced or reimbursed by check issued by the Treasurer.
 - a. Except with regards to expenditures for non committee Booster Projects, the chair(s) of a committee may not incur expenditures of more than \$500 per transaction without pre-approval if the expenditures were authorized in the approved budget and the Board of Directors has assigned that member authority for the funds. Transactions exceeding \$500 must be pre-approved by the officers of the Five Star Boosters. Committee chair(s) must adhere to their approved budgets unless overruns are approved by the Board of Directors.
 - b. At the beginning of each school year, the President will announce to the Board of Directors the process for approval of Booster Projects. The President, with the approval of the other officers of the Five Star Boosters, may incur expenditures of not more than \$250 from the Booster Projects line item of the budget. All other expenditures from the Booster Projects line item of the budget must be approved by the Board of Directors.
3. Endowment Fund
 - a. Funds may be deposited in the Endowment Fund annually by the Board of Directors upon recommendation of the Finance Committee.

- b. Funds are to be invested in a separately designated account. Investment decisions are to be recommended by the Finance Committee to the Board of Directors for approval by majority vote at a general membership meeting annually, upon receipt of the annual financial reports.

- c. The amount of the disbursements (if any) for scholarships from the endowment fund, will be voted on by the Board of Directors on a yearly basis after receiving recommendations from the Finance Committee, and the Galena HS scholarship committee's Five Star Boosters representative(s) (not a Five Star Boosters committee).
 - 1. Annual scholarship expenditures should be funded in the following manner:
 - First, from money acquired through the current fiscal year's scholarship fundraising efforts;

 - Secondly, from any money budgeted in the Five Star Boosters operating budget; and

 - Finally, from accumulated earnings generated in the Endowment Fund.

 - 2. Principal should only be distributed in rare circumstances and not as a general practice.

- d. The Finance Committee shall review the performance of the Endowment Fund at least twice each year, and additionally as needed and properly noticed.