



BYLAWS
OF THE
COUGARS KICKERS BOOSTER CLUB
dba Cougar Kickers Soccer Club

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1 - Name.

The name of the Club is: Cougar Kickers Booster Club

Section 2 - Principal Office.

The principal office of the Club shall be located at the administrative offices of Robert Service High School, 5577 Abbott Road, Anchorage, Alaska 99507.

ARTICLE II - PURPOSE

The purpose of this Club is to foster education and amateur athletics by promoting and supporting the Robert Service High School Cougars Boys Soccer Program. The Club shall promote and support the Robert Service High School Cougars Boys Soccer Program only with the express written consent of the coaching staff and administration of Robert Service High School, a public secondary school in the Anchorage School District, located in Anchorage, Alaska.

The Club is organized and operated as a nonprofit Club exclusively for religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Club shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Act and Section 501(c)(3) of the Code.

ARTICLE III - MEMBERS

Section 1 - Membership.

Membership in the Club is open to all parents of students participating in the Robert Service Cougars Boys Soccer Program and the Service High School boys soccer coaching staff and athletic director. Membership in the Club by other individuals or representatives of organizations that support and promote the Robert Service Cougars Boys Soccer Program may be authorized on an annual basis by a majority vote of the Board of Directors.

Section 2 - Termination of Membership.

Membership in the Club shall terminate on the occurrence of any of the following events:

- a. Upon receipt by an Officer or Director of the Club of a Member's written resignation.
- b. Upon death of a Member.
- c. Upon the graduation, transfer or termination of Member's student from Robert Service High School or at such time as the Member's student is no longer a member of the Robert Service Cougars Boys Soccer Program.
- d. Membership shall be terminated, if after being given an opportunity to be heard, the Board of Directors by a two-thirds vote finds that a Member had engaged in conduct that violates the purposes for which the Club was formed, or has breached the duty of good faith owed to the Club to such a degree that the

Member's membership in the Club should be terminated. Determination of the grounds for removal shall be in the sole discretion of the Board of Directors.

ARTICLE IV - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1 - Annual Meeting.

At least one meeting of the Members will be held each year. This annual meeting will be held at the principal office of the Club designated in Article 1 or such other place as chosen by the Board of Directors on a date and at a time designated by the Board of Directors. The purpose of the annual meeting will be to transact any and all business of the Club including but not limited to the election of the Board of Directors and the ratification of the acts of the Board of Directors undertaken since the last meeting of members. The failure to hold an annual meeting at the time stated herein shall not affect the validity of any Club action or work as a forfeiture or dissolution of the Club.

Section 2 - Special Meetings.

Special meetings of the Members may be called for any purpose or purposes by:

- a. A majority of the Board of Directors, or
- b. A written request by 10 percent of the Members of the Club.

All requests for a special meeting of Members must state the reason for which the special meeting of Members is being sought. Requests to have a special meeting of Members will be considered served on the Board of Directors of the Club if they are given to any member of the Board of Directors or any Officer of the Club by either personal delivery or certified mail.

Upon receipt of a valid request for a special meeting by a Member, the Board of Directors will schedule a special meeting at a date not less than thirty (30) days

nor no more than sixty (60) days from the receipt of the request. The Board of Directors shall give notice of the special meetings to all members entitled to vote. If the Board of Directors fails to give the notice of the special meeting, the person or persons making the request for the special meeting may set the date and time of the special meeting and give the notice themselves.

Section 3 - Notices of Meetings.

Notices of all Member meetings shall be in writing and must be signed by the President, Vice President or Secretary of the Club. All notices of a Members meeting must contain a statement about the purpose for which the meeting is to be called and any special business which is to be conducted therein. The notice must also state the date, time and place of the meeting. The notice must be either delivered or mailed to each Member at least fifteen (15) days before the meeting. If the notice is mailed, it must be sent to the last known address of the Member as it appears on the Club's books. Upon such mailing the service shall be deemed complete.

Section 4 - Business at the Meeting.

At a special meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting.

Section 5 - Quorum for Meeting.

If Members representing ten percent (10%) of the Club membership are present in person, a quorum shall exist for conducting the meeting. If, however, a quorum does not exist a valid meeting cannot be held.

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

Section 6 - Majority Rules.

At a duly called meeting with a present quorum a majority vote of Members shall determine the passage of any Club resolution or other business matter unless either state law, or these Bylaws require a different percentage of vote.

Section 7 - Action Taken without a Meeting.

Except for the election of Directors, Members can without a meeting undertake any business that would otherwise require a meeting if authorized by the written consent of Members holding a majority of voting power, unless state law requires a higher voting percentage.

Section 8 - Consents to Meetings.

The actions undertaken at a meeting of Members that was not properly called and noticed shall nevertheless be valid if:

- a. A quorum was present, and
- b. Each of the Members entitled to vote and who were not present in person signs a written waiver of notice or consent to the holding of such meeting and the approval of the actions taken therein.

All such waivers and consents must be filed with the Club books and made a part of the minutes of the Club meeting therein. A Member's attendance of a meeting which was not properly called and noticed shall constitute a waiver of notice unless an objection is made on the record at the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Number of Directors.

The number of Directors which will compose its Board of Directors shall be a maximum of eight (8). All Directors shall be of legal age and at least one Director

shall be an American citizen. The Robert Service High School Principal shall have the right to appoint the head varsity soccer coach of Robert Service High School as a Director. The remaining Directors shall be elected at the annual meeting of Members except where a vacancy is filled pursuant to Section 3 below. Each Director shall hold office until a successor is elected or appointed. Directors shall be Members of the Club.

Section 2 - Vacancies on the Board.

Vacancies on the Board and new positions created by increasing the number of Directors may be filled by a vote of the majority of the remaining Directors even though they may constitute less than a majority of the full Board. A vacancy on the Board shall be deemed to exist upon the death, resignation, or removal of any Director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors. The Members may elect Directors at any time to fill vacancies on the Board which have not been filled by the Directors. Such election shall require consent of a majority of the Members.

Section 3 - Removal of Directors.

Except for a Director appointed by the Robert Service High School Principal, the Members may at any time remove the entire Board of Directors or any individual Director as provided by these Bylaws. The remaining Board, or the Members, at a special meeting, may elect Directors to fill such vacancies as may result.

A Directorship shall be removed, if after an opportunity for a hearing, two-thirds of the remaining Directors find that a Director had engaged in conduct that violates the purposes for which the Club was formed, or has breached the duty of good faith owed to the Clubs to such a degree that the Director's directorship in the Club should be terminated.

Section 4 - Powers of the Board of Directors.

The Board of Directors is responsible for the management of the Club's business and legal affairs. Towards this end, the Board will exercise all of the Club powers to do such lawful acts which are not prohibited by either state law or the Bylaws.

Section 5 - Directors Meetings.

The Board of Directors shall set all meetings of the Board, both regular and special, pursuant to these Bylaws. Such meetings shall be held within State of Alaska, at a location and time as designated by the Board.

Section 6 - Annual Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as set by the Board of Directors.

The Board of Directors shall hold an annual meeting without notice immediately after and at the same place as the annual meeting of members.

Regular non-annual meetings of the Board of Directors shall be held at the Club offices or such other place as may be designated.

Section 7 - Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary upon receipt of a written request to do so from a Director. Written notice of Special Meetings shall be given to each Director at least fifteen (15) days prior to the meeting. Such notice shall be given either personally to each Director or by mail. If the notice is mailed, then it must be sent to the last known address of the Director as it appears on the Club's books. Upon such mailing the service shall be deemed complete.

The actions taken at a special meeting of Directors which was not properly called and noticed will nonetheless be considered valid if:

a. All of the Directors are present at the meeting and sign a written consent to the meeting and the actions taken thereunder, or

b. A majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken thereunder. Such consent may be given either before or after the meeting has been held.

If a Director attends a special meeting which was not properly called and noticed without objecting upon arrival, that Director waives such notice and the actions taken thereunder shall be as valid as if the meeting was properly called.

Section 8 - Quorum.

At any meeting of the Board of Directors no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute a majority of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the Board shall need only a majority vote of the quorum to pass.

Section 9 - Resignation.

A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation the Board shall notify the members and either fill the vacancy by appointment or schedule a special meeting of Members for the election of a new Director.

ARTICLE VI - OFFICERS

Section 1 - Officers.

The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. No one person may hold more than one office.

Section 2 - Qualifications. The officers of the Club shall be members of the Board of Directors.

Section 3 - Nomination and Election of Officers.

Unless waived by the Administration, the head varsity soccer coach of Robert Service High School shall be the President. All remaining officers of the Club shall be appointed annually by the Board of Directors at the annual meeting, and shall serve at the pleasure of the Board of Directors.

Section 4 - Term of Office.

All officers shall hold office until their successors have been duly appointed and qualified or until the officer's, death, resignation or removal.

Section 5 - Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors.

Section 6 - Removal of Elective Officers.

An officer may be removed either with or without cause by vote of a majority of the Board of Directors.

Section 7 - Duties and Responsibilities.

The duties and powers of the officers of the Club shall be as follows and as shall hereafter be set by resolution of the Board of Directors.

PRESIDENT

a. The President shall preside at all meetings of the Club. The President shall be an ex-officio member of any committee established by the Board of Directors.

b. The President shall preside at each annual meeting of the Board of Directors and shall prepare and submit an annual report of the condition of the business of the Club at that meeting.

c. The President shall cause to be called regular and special meetings of the Directors in accordance with requirements of the statutes and of these Bylaws.

d. The President shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.

e. The President shall enforce these Bylaws, perform all the duties instant to his office and which are required by law, and generally, shall supervise and control the business and affairs of the Club.

VICE-PRESIDENT

a. During the absence or incapacity of the President, the Vice-President Finance shall have all the powers and be subject to all the responsibilities of the office of the President and shall perform such duties and functions as the Board may prescribe.

b. Perform as the liaison between the Board of Directors and the Fundraising, Travel, Equipment, Team Program and Budget Committees.

c. Serve as the Chair of the Budget Committee.

SECRETARY

a. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors in the appropriate books.

b. The Secretary shall give notice of all meetings of the Board of Directors.

c. The Secretary shall be custodian of the records and seal of the Club and shall affix the seal to the Club papers when required.

d. The Secretary shall keep, or cause to be kept, a book or record containing the names and addresses of the Members and Directors.

e. Perform as the liaison between the Board of Directors and the Communications Committee.

f. The Secretary shall further perform all duties incident to the office of Secretary of the Club as required by law and these Bylaws.

TREASURER

a. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Club, and shall deposit, or cause to be deposited, such funds and securities in the name of the Club in such banks or safety deposit companies as the Board of Directors may designate

b. The Treasurer shall make, sign, and endorse, or cause to be made, signed and endorsed, in the name of the Club all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of, or cause to be paid out or disposed of, such under the Guidelines established by Resolution of the Board of Directors.

c. The Treasurer shall keep, or cause to be kept, at the Principal office of the Club or such other place as may be approved by the Board of Directors, accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the Club or such other approved place during business hours.

d. The Treasurer shall render a report of the condition of the finances of the Club at each regular meeting of the Board of Directors and at such other times as shall be required, and shall make a full financial report at the annual meeting of the Directors.

e. At the last scheduled meeting of the Board of Directors and prior to December 31 of each year, prepare an inventory of Club assets. The inventory

shall be turned over to the incoming Board of Directors, who will assure physical responsibility for the assets.

f. Serve as a member of the Budget Committee.

g. The Treasurer shall further perform all duties incident to the office of Treasurer of the Club.

h. If required by the Board of Directors, the Treasurer should give such bond as the Board shall determine appropriate for the faithful performance of duties of the Treasurer.

ARTICLE VII - COMMITTEES

Section 1 - Standing Committees.

The following standing committees are specifically provided for in these Bylaws. Committees will report to the Officers as indicated.

a. Banquet Committee: to plan and coordinate the Robert Service High School Cougars Boys Soccer Banquet that is held yearly.

b. Budget Committee: to prepare an annual budget to be presented and voted upon at the spring meeting and conduct an end-of-the-year audit of the Booster Club's financial records.

c. Cougar Kickers Soccer Camp Committee: to assist in marketing, registration and set-up for the community youth soccer skills camp hosted yearly by the Robert Service High School Cougar Boys Soccer program.

d. Fundraising Committee: to plan and coordinate fundraising activities of the Booster Club as deemed necessary by the Board in order to meet the proposed budget for each year.

e. Travel Planning Committee: to assist with planning, organizing and arranging travel for the Robert Service High School Cougar Boys Soccer team.

Section 2 - Requirements for Committee Chairs.

Each Standing Committee Chairman shall:

- a. Serve annually at the pleasure of the Board of Directors.
- b. Prepare a plan of work for approval by the Board and diligently undertake the work approved by the Board of Directors.
- c. Keep regular and detailed minutes of their activities and make regular reports to the full Board of Directors.

Section 3 - Chair Term Limits. A Standing Committee Chair may serve as Chair for a maximum of two consecutive terms.

Section 4 - Ad Hoc Committees.

Ad Hoc committees may be created by the Board of Directors as necessary to accomplish the work of the Club.

ARTICLE VIII - DUES, FEES, AND ASSESSMENTS

An annual membership fee will be charged to all Members of the Cougar Kickers Booster Club. The fee amount will be determined by the Budgeting Committee prior to the membership year.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Roberts Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Club, its Board of Directors and committees, in all instances wherein its provisions do not conflict with the laws of the State of Alaska applicable to non-profit Clubs or these Bylaws.

ARTICLE X - FISCAL YEAR

The fiscal year of the Club shall be the calendar year beginning January 1 and ending December 31.

ARTICLE XI - INDEMNIFICATION AND COMPENSATION

Section 1 – Indemnification.

The Club shall defend, indemnify and hold harmless the Officers and Directors of the Club for claims arising out of the acts of the Officers or Directors performed within the scope of their responsibility except where such claims resulted from the willful misconduct or gross negligence of such Officers or Directors.

Section 2 - Compensation of Members, Officers and Directors. Except solely for reimbursement of expenses incurred on behalf of the Club, which are approved by the Board of Directors, a Member, Officer or Director shall not be entitled to any compensation from the Club.

XII - MANAGEMENT AND USE OF ASSETS

Section 1. Assets and Income.

Any assets and income of the Club shall be managed to meet the requirements for tax exempt status under the provisions of Sections 501(c)(3) or 509(a)(3) of the Code. Disposition of any assets of the Club must be approved by the Board of Directors.

Section 2 - Donations.

The Directors may accept property on behalf of the Club, whether real, personal, or mixed by way of gift, bequest, or devise from a person, firm, trust, endowment, or other organization to be held, administered and disposed of in accordance with the purposes of the Club. However, the Directors may not accept the property if the Directors determine that it is conditioned or limited in a manner which jeopardizes the Federal income tax exemption of the Club under Section 501(c)(3) of the Code, or the Club's status as other than a private foundation under Section 509(a)(3) of the Code, or is contrary to state or federal law.

Section 3 - Activities.

The Directors may not use the Club or allow the Club to be used to

- a. carry on an activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or
- b. carry on an activity not permitted to be carried on by an organization the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XIV - CHECKS, BILLS, NOTES, ETC.

All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Club shall be made in the name of the Club and, unless otherwise provided by resolution of the Board of Directors, shall be signed by two officers as the Board of Directors shall from time to time by resolution direct.

No officer or agent of the Club, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable

instrument, or endorse the same in the name of the Club or contract, or cause to be contracted any debt or liability in the name and on the behalf of the Club except as herein expressly prescribed and provided.

ARTICLE XV - AMENDMENT OF BYLAWS

These bylaws may be amended, repealed, or altered in whole or part by any of the following:

a. The vote of a majority of a quorum at a meeting of the members of the Club duly called for the purpose.

b. By the affirmative vote of not less than two-thirds of the members of the Board of Directors present at any regular or special meeting of the Board, subject, however, to the power of the members of the Club to amend or repeal the Bylaws.

Resolutions proposing the amendment, repeal, or alteration of the Bylaws, in whole or in part, shall not be considered by the members of the Club or the Board of Directors until thirty (30) days have elapsed since the date a copy of the resolution has been mailed to the members of the Club or the Board, as the case may be.

ARTICLE XVI - DISSOLUTION

Section 1 - Voluntary Dissolution.

The Club may be voluntarily dissolved by a two-thirds vote of the members of the Club duly called for the purpose.

Section 2 - Disposition of Assets.

In the event of the dissolution, none of the assets of the Club may be distributed to or divided among any of the Members, Officers or Directors of the Club or inure to the benefit of an individual. After the liabilities and obligations of the Club have been paid, satisfied, and discharged, or after adequate provision has been made for that purpose, all remaining property and assets of the Club shall be distributed as follows:

- a. to Robert Service High School;
- b. in the event Robert Service High School does not accept the assets, to an organization organized and operated exclusively for charitable purposes with one of its principal objectives being the fostering education and amateur athletics;
- c. transfers of property to the organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called);
- d. the organization shall be exempt from Federal income taxation by reason of Section 501(c)(3) of the Internal Revenue Code, as amended; and
- e. contributions to the organization shall be deductible by reason of Section 170(c)(2) of the Internal Revenue Code, as amended.

Approved: _____

Secretary