

*As approved
on 10/17/12*

**BY-LAWS OF THE
ALTOONA QUARTERBACK CLUB, INC.
FOOTBALL BOOSTER CLUB**

Approved: October 17, 2012

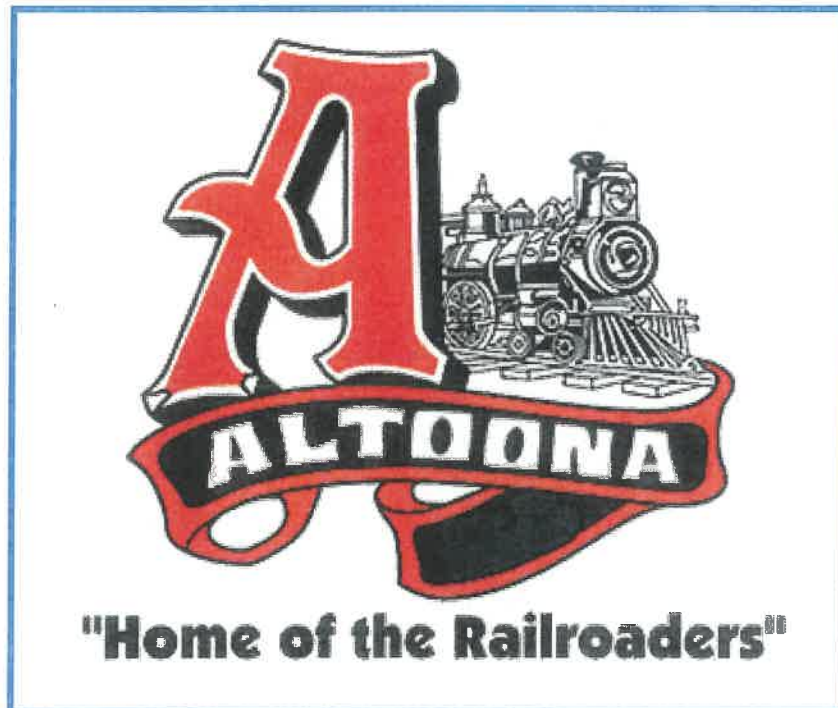


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BY-LAWS OF THE ALTOONA QUARTERBACK CLUB, INC.

ARTICLE I – Name, Purpose and Objectives

Section 1.01 Name. The name of this organization shall be the Altoona Quarterback Club, Inc., commonly known as Altoona QB Club, hereafter referred to as the “Club.”

Section 1.02 Purpose. The purpose of the Club is to promote and support the Altoona, Wisconsin football program.

Section 1.03 Objectives. The objectives of the Club are as follows:

- (a) Develop an organization with an active and involved membership that is concerned with the Altoona football program and all of its participants.
- (b) Promote school spirit and sportsmanship and encourage attendance at all Altoona football events.
- (c) Encourage and support the academic endeavors of Altoona’s student athletes.
- (d) Provide supplementary financial support for the Altoona football program.
- (e) Aid the football coaching staff in organizing and staging special fundraising events and projects to support the Club.

Section 1.04 Non-profit Status. Notwithstanding any other provisions of these By-Laws, the Club 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.

ARTICLE II – Membership and Fees

Section 2.01 Membership. There shall be one class of membership in the Club: Members must be 18 years of age or older and must have a membership form, renewed annually, on file with the Club.

Section 2.02 Membership Fee. There is no initial or recurring membership fee to be a member of the Club.

Section 2.03 Members Right to Privacy. Any personal information gathered or requested by the Club is for the sole use of the Club and will not be made available to any other organization.

ARTICLE III – Officers

Section 3.01 Officers. The officers shall consist of the President, Vice-President, Secretary, and Treasurer.

(a) Election. The officers and at-large members, whose responsibilities are described in Article IV, below, shall be elected by a majority of the voting membership present at the Annual Business Meeting. All elected officers must be current members of the Club.

(b) Nominations. The President, with concurrence of the Executive Board, shall present a slate of nominees (who have agreed to serve) for positions of officers and at-large members with reasonable notice prior to the Annual Business Meeting. Additional candidates may be nominated from the floor at the Annual Business Meeting.

(c) Terms of office. A term is one fiscal year, June 1 through May 31. An individual may not serve in the same elective capacity for more than four consecutive terms, with the exception of Treasurer, which is for no more than six consecutive terms.

(d) Vacancy. The President, with the approval of the Executive Board, shall appoint any officer vacancy, other than the Presidency. A vacancy in the office of the President shall be filled by a majority vote of the Executive Board at their first meeting after the vacancy occurs.

Section 3.02 Duties of Officers.

(a) President. The President shall:

- (1) Preside at all meetings;
- (2) Appoint standing committee chairpersons with the concurrence of the Executive Board;
- (3) Appoint and/or dissolve all other committees as required;
- (4) Serve as ex-officio member of all committees;
- (5) Serve as primary spokesperson for the Club, except as otherwise specified;
- (6) Direct goals and budget performance;
- (7) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

(b) Vice President. The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate. The Vice President or his/her designee shall attend meetings of the Altoona High School Athletic Booster Club and serve as official liaison between the Quarterback Club and Athletic Booster Club.

(c) Secretary. The Secretary shall keep a record of all the proceedings of the General Membership Meetings of the Club. All minutes and record of the decisions of the Executive Board shall be kept in a regular bound Secretary's Book, or equivalent. A summary of the decisions made in these Meetings should go out to the general membership each month. The Secretary shall keep a current roster of Club members.

(d) Treasurer. The Treasurer shall:

- (1) Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices;
- (2) Make disbursements from the general fund and pay expenses once approved by the Board and shall secure proper vouchers thereof;
- (3) Report the amount of money available in the general fund and encumbered funds at each General Membership Meeting. The financial reports shall include an accurate representation of Club funds;

- (4) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

ARTICLE IV – Executive Board

Section 4.01 Executive Board. The Executive Board (or Board) shall be responsible to act on behalf of the Club in the management of the business affairs of the organization, except for matters decided by a vote in the General Membership Meetings. The Board shall consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Up to four elected At-large Members

Section 4.02 At-Large Members. The Club shall endeavor to have one at-large member representing each class (Freshman, Sophomore, Junior, and Senior). The at-large members, also known as class representatives, shall serve as an official liaison between the Club and their respective classes and disseminate information from the General Membership Meeting to athletes and Club members. All elected at-large members must be current members of the Club.

Section 4.03 The Board shall:

- (a) Approve the expenditure of all general funds after a request for funds is presented to the Board.
- (b) Approve the President's creation and dissolution of all necessary Committees and Chairpersons.
- (c) Set the time and date of General Membership Meetings and give members timely notification;
- (d) Approve goals and budget targets annually; and
- (e) Review the annual budget, financial reports, and financial statements issued by the bank utilized to manage the funds of the Club at a minimum, every three months. Bank issued financial statements shall be provided to all Board members at said meetings by the Treasurer.

Section 4.04 If action on behalf of the Club is necessary before it is reasonable to convene a General Membership Meeting, the President shall take such action based on the majority vote of the Board. A report of the action taken shall be made at the next General Membership Meeting.

ARTICLE V – Standing Committees

Section 5.01 Standing Committees. Standing Committees are those required to function throughout the year. Standing Committees shall be established and dissolved by the Board and Chairpersons shall be appointed by the President, subject to the approval of the Board.

Section 5.02 Standing Committee Chairpersons shall recruit as many members as necessary to accomplish the responsibility of the Committee. The Chairperson shall also keep a historical file of the year's proceedings, financial records, vendor contacts, and other pertinent Committee correspondence and documents for turnover to his/her successor or President, if no successor. At the end of each fiscal

year, these committee records should be turned over to the Committee Chairperson successor or President, if no successor.

ARTICLE VI – Conflict of Interest

Section 6.01 Whenever a Club member has a financial or personal interest in any matter coming before the Board, the affected person shall:

- (a) Fully disclose the nature of the interest, and
- (b) Withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article VII – Indemnification

Section 7.01 Mandatory Indemnification. (a) To the fullest extent permitted by Chapter 181 of the Wisconsin Statutes, as the same presently exists or may hereafter be amended, a volunteer officer or Board member of the Club shall not be personally liable to the Club for monetary damages for breach of the officer's or Board member's fiduciary duty. However, this provision does not eliminate or limit the liability of an officer or Board member for any of the following:

1. A breach of the officer's or Board member's duty of loyalty to the Club;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. A violation of State laws governing transactions. Namely, a transaction from which the officer derived an improper personal benefit;
4. An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of Wisconsin State Law;
5. An act or omission that is grossly negligent. Any volunteer officer or Board member of the Club shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer or Board member to the Club to the extent set forth in this Section.

(b) To the fullest extent permitted under Wisconsin State Law, as the same presently exists or may hereafter be amended, the Club assumes all liability to any person other than the Club, for all acts or omissions of a volunteer officer or Board member occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of Wisconsin State Law, incurred in the good faith performance of the volunteer officer's or Board member's duties as such. A claim for monetary damages for a breach of a volunteer officer's or Board member's duty to any person other than the Club, shall not be brought or maintained against a volunteer officer or Board member; but such a claim shall be brought or maintained instead against the Club, which shall be liable for the breach of the volunteer officer's or Board member's duty. The term "volunteer officer or Board member" shall have the same definition as the term "volunteer director" set forth in Wisconsin State Law, as the same presently exists or may hereafter be amended.

c) Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer or Board member of the Club existing at the time of such repeal, amendment, or other modification. If amended after this Article becomes effective, then the liability of officers or board members shall be eliminated or limited to the fullest extent permitted by as so amended.

ARTICLE VIII – Meetings

Section 8.01 Annual Business Meeting. The Annual Business Meeting of the Club shall be held at the May General Membership Meeting unless otherwise specified by the Executive Board. Any change to the Annual Business meeting date, time or location shall be announced a minimum of two weeks in advance of the proposed change.

Section 8.02 General Membership Meetings. General Membership Meetings shall be held monthly unless otherwise specified by the Board and reasonable notice is provided to the General Membership Meetings shall be open to all interested persons.

Section 8.03 Executive Board Meetings. Executive Board Meetings shall be held monthly unless otherwise specified by the Board. A summary of the decisions reached and Board members present at each meeting should be distributed to all Board members within a reasonable timeframe following the meeting and before the next General Meeting.

Section 8.04 General Meeting Voting. All Club members may vote.

Section 8.05 Quorum. A quorum for the transaction of business at the Annual Business Meeting and at General Membership Meetings shall be five percent (5%) of the Club members. A quorum for Board Meetings shall be two-thirds (2/3) of the Board members. In all voting instances, majority rules for those present.

Section 8.06 Robert's Rules of Order. Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Club, its Board, and its Committees.

ARTICLE IX – Finances

Section 9.01 All monies received by the Club for any purpose shall be deposited to the credit of the Club in a financial institution or institutions selected by resolution of the Board.

Section 9.02 Funds raised by the Club that have a specific advertised purpose, shall be deposited (and separately tracked) in the Club's general fund to ensure that it is disbursed for the advertised purpose and to safeguard the integrity of the Club and the School. No vote is required by the general membership unless the advertised purpose has been altered or changed since the project's inception. Funds raised by an organization outside of the Club, but whose funds are directed to the Club for financial record keeping, also require the same Club procedures for disbursement.

Section 9.03 No individual has the authority to use, withdraw or remove any funds from any Club financial or bank account for investment purposes or otherwise, unless directed and approved by the Board majority.

Section 9.04 Any interest generated by the investment of the Club's general funds, in an approved financial institution, will be deposited into the Club's general fund.

ARTICLE X – Amendment of These By-laws

Section 10.01 Amendments to the By-laws are to be submitted in writing at a regular Board Meeting prior to the Annual Business Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual Business Meeting.

Section 10.02 Amendments may be adopted at the Annual Business Meeting by a 2/3 majority of those Club members voting, a quorum being present.

ARTICLE XI – Dissolution of Club

Section 11.01 Dissolution of the Club entity: Should the Club cease to operate as a legal entity, all of the Club assets and cash will be distributed to the Altoona High School Booster Club or, if the Altoona High School Booster Club does not exist as a legal entity, to the Altoona High School Athletic Department budget. In either case, the Altoona High School Booster Club or Altoona High School Athletic Department shall utilize the assets and cash for the High School football program. Once distributed, the assets or funds can be used at the discretion of the football team's Head Coach and/or duly authorized designate.