By-Laws of the
CHATHAM HIGH SCHOOL ATHLETIC BOOSTERS CLUB

Adopted: June 2017 (Amendments made May 2017)

Article 1

NAME AND ORGANIZATION

The name of this organization shall be "CHATHAM HIGH SCHOOL ATHLETIC BOOSTERS CLUB", a New Jersey not-for-profit corporation, hereinafter referred to as the "Club". In addition, the Club shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law. The Club's principal office shall be located at Chatham High School, 255 Lafayette Avenue, Chatham, New Jersey 07928, or at such other place as the Board (as hereinafter defined) may from time to time determine.

Article 2

PURPOSES

The purposes of the Club are as follows (the "Purposes"):

1. To promote and support all athletic and related activities associated with Chatham High School.

2. To serve all of the non-profitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3. To ensure that all Chatham High School sports programs are maintained and enhanced for the benefit of the student body, both current and future.

4. To support the efforts of the individual student athlete, the athletic teams, and other clubs of Chatham High School

5. To foster a close and cooperative association and school spirit among the student population, faculty, coaches and staff of the School District of the Chathams, and all of the citizens of the Chathams.

6. To cooperate with the faculty, coaches and staff of Chatham High School in connection with all athletic and related activities.

7. To raise, by subscriptions, donations, contributions, and other means, such sums as may be deemed proper to support the above-stated Purposes of the Club, with all of such subscriptions, donations, contributions and other sums to be deposited into the general funds of the Club

8. To act as an advocate in front of the Board of Education, school administration and other state and local departments and agencies in support of athletic and related activities as deemed necessary by the Board (as hereinafter defined).

9. To serve as the sole fundraising organization for all athletic teams at Chatham High School except as approved by the Club (via vote of the Board).

These Bylaws establish rules and procedures for conducting the affairs of the Club. They are binding on the Board, on members of any committees established by the Board, and on the Club's Officers and General Members, whether those persons served in the applicable capacity at the time that these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A-1 et seq. (the "Act") and the Club's certificate of incorporation, as they may be amended from time to time. If any provision of these Bylaws is inconsistent with any provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern, to the extent of any such inconsistency.

Article 3

GENERAL MEMBERSHIP

Only parents (or legal guardians) of students enrolled at Chatham High School are eligible to attend general meetings of the Club as active general members of the Club (a "General Member"). Parents (or legal guardians) of eighth grade students enrolled at the Chatham Middle School and graduates of Chatham High School are encouraged to attend but will not be considered a General Member with voting rights.

To be eligible to vote in matters concerning the Club, a General Member must have attended at least three (3) of the prior five (5) General Meetings of the Club (a "General Member in Good Standing").

As set forth in Article 4 below, the Secretary shall keep records of attendance at the General Meetings to determine the identity and qualification of the General Members in Good Standing for each General Meeting. Such records shall be provided prior to or at the commencement of each General Meeting and shall be conclusive and binding on all parties, absent manifest error.

Article 4

GOVERNING BODY; BOARD OF DIRECTORS; OFFICERS

A Board of Directors (the "Board" or the "Board of Directors"), consisting of nine (9) individuals, not employed by the School District of the Chathams, shall govern the operation and administration of the Club. Five (5) elected Officers (the "Officers") and four (4) Executive Board members (the "Executive Board") shall constitute the Board of Directors.

The four(4) Executive Board members shall be General Members in Good Standing, nominated by the Nominating Committee, and elected to these positions by a majority vote of the General Members in Good Standing in accordance with Article 6 hereof. The Executive Board members will most often be, but are not

required to be, comprised of past elected Officers of the Club. Their role is to support the current elected Officers in their duties and powers to carry out the above-stated Purposes of the Club and to regularly attend the monthly meetings of the Club to maintain their General Member in Good Standing status. In addition, the Executive Board members shall take on one special initiative or assignment each year on behalf of the Board and General Membership to be formally voted on / adopted by the Club. This initiative should focus on improving the operations of the Club, strengthening the relationship between the Club and the School Administration, expanding / strengthening the General Membership, etc. The initiative to be taken on by the Executive board shall be determined by vote of the Board.

The five (5) Officers of the Club shall be General Members in Good Standing, nominated by the Nominating Committee, and elected to these positions by a majority vote of the General Members in Good Standing in accordance with Article 6 hereof.

The following are the Officers and their respective titles, roles, powers and duties:

THE PRESIDENT shall direct the Club in carrying out its Purposes, guided by the Club's By-Laws. The President shall determine the meeting schedule and be the presiding officer at all meetings of the Board and of the General Members. The President will be lead spokesperson on behalf of the Club, will act as Chairperson of the Nominating Committee, and act as lead contact in all matters concerning the Board of Education, School Administration, School Administrator in charge of athletics and all other outside organizations. The President may enter into and execute, in the name of the Club, contracts or other instruments that are not in the regular course of business which are authorized either generally or specifically by the Board. The President shall have the general powers and duties of management that are usually vested in the office of the president of a nonprofit corporation. The President may, from time to time, delegate any or all of his or her duties and authority to any other officer.

THE VICE PRESIDENT shall hold himself or herself available to assume the duties of the President in the event that the President is unable, for any reason, to perform the above duties and powers, and shall also perform such other duties, and have such other powers, as are delegated by the Board of Directors. The Vice President will also be responsible for leading any annual fundraising event(s), the regular maintenance of the Club’s webpage and the Club’s formal position on the use of the Club’s social media including but not limited to the Club’s webpage and Twitter account.

THE SECRETARY shall transcribe and maintain minutes of the meetings of the Club, the Board of Directors, and the Officers in proper and sufficient form for ready reference by the General Members. The Secretary shall maintain an attendance record of all meetings to establish voting rights of the General Members in Good Standing, and shall be responsible for handling formal correspondence between the Club and all outside groups or organizations including but not limited to annual appeal communications /mailings and announcements with CHS school administration. The Secretary shall perform such other duties, and possess such other powers, as are incident to the office or as shall be delegated to him or her by the President or the Board.

THE TREASURER shall maintain the financial records of the Club in an orderly manner, keep regular books of account, provide a monthly status report on the Club's financial position, prepare an annual statement for the fiscal year ending June 30th, and prepare and file such reports as may be required by all local, state, and federal entities. The Treasurer shall perform such other duties, and possess such other powers, as are incident to the office or as shall be delegated to him or her by the President or the Board.

THE LIAISON COORDINATOR shall be responsible for recruiting, managing and organizing all liaisons for sports within the scope of the Boosters. This person shall be the primary point of communication to ensure the liaisons understand their responsibilities and carry them out in an effective manner. This Coordinator will work with liaisons to assign teams to cover the snack shack based on the season and number of participants on each team; and create a sign up procedure to ensure proper volunteer coverage. This person will also work with Liaisons to select a 3 Concession Mangers (1 per seson for Fall, Winter, Spring,) whose responsibility includes all matters involving the operation of the Snack Shack at Cougar Field and concessions at athletic events held at Chatham High School or other Chatham High School athletic facilities, including, but not limited to, maintaining adequate selling stock, maintenance and cleanliness, and coordinating with the Treasurer to ensure proper financial operation of the facilities.

No Officer or Executive Board member shall receive a fee, salary or remuneration of any kind for his or her services as an Officer or At-large Director. The Club may, however, reimburse Officers and Executive Board member for reasonable expenses incurred by them, provided that such expenses have been approved by the Board.

Article 5

STANDING COMMITTEES

The Board of Directors will appoint all Committee Chairpersons and may appoint additional special committees and chairpersons as required to fulfill the needs of the Club. All Committees and their chairpersons will have a limited term and not automatically be extended from year to year unless noted otherwise below. The Committee Chairperson shall select and supervise all of the members of the applicable committee.

The following shall be standing committees or chairperson(s) of the Club:

1. Nominating Committee
2. Scholarship Committee
3. Annual Fundraising Event Committee
4. Website Advertising Committee
5. Cougar Basketball Holiday Classic Committee
6. Team Liaisons (two year term)

The role and responsibilities of each of the committees will be formally documented by the Board and reviewed annual with the General Membership at the beginning of each school year.

Article 6

NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

The Nominating Committee shall be comprised of the then-current Officers of the Club. No later than January 15 of every year, the Nomination Committee shall solicit potential candidates from the General Members in Good Standing for any scheduled open Officer or Executive Board positions for the next fiscal year. These nominations from the General Membership will be submitted by March 15. No later than April 15, the Nominating Committee shall present to the then-current Board its final slate of recommended candidates for all scheduled open positions for both the Executive Board and Officers for the next fiscal year. From this recommendation, a final slate of candidates shall be presented to the General Members in Good Standing at the May meeting of General Members. This final slate shall appear in the meeting minutes for May. The elections will take place at the June meeting of General Members. Only General Members in Good Standing will be allowed to vote in such elections. No person may hold two or more officer positions at the same time.

The terms of the Secretary, Treasurer and Liaison Coordinator (and any replacements thereof) shall be two (2) consecutive years from the date of election of such Officer(s). The election of the Secretary, and Treasurer will occur in an even calendar year. The election of the Concessions Manager will occur in an odd calendar year.

The term of the Vice-President (and any replacements thereof) shall be one year from the date of election of such Officer. The election of the Vice-President will occur in an even calendar year. After the conclusion of the one year term, the Vice President will then assume the role of President for one term. The term of the President (and any replacements thereof) shall be one year from the date of assuming the position.

Notwithstanding the foregoing, an Officer may be (a) elected to the same position on the Board, on a one-time basis only, after one year has elapsed from the date of completion of his or her initial term; and (b) elected to a different position on the Board on a one-time basis only, after one year has elapsed from the date of completion of his or her initial term.

The term of the Executive Board members (and any replacement thereof) shall be one year from the date of election of such Executive Board members. The election of the Executive Board members will occur every year as needed. An Executive Board member is limited to three consecutive one year terms.

If during the nomination and election process, there remain vacancies in any of the Officers or Executive Board positions due to 1) lack of candidates 2) extenuating circumstances, then the above mentioned term of any Officer or Executive board members can be extended by one year. The one year term extension must be a specific recommendation by the Nominating committee and then published and voted on with the timelines noted above.

All other vacancies (e.g. mid-term) occurring in any of the Officers or Executive Board positions shall be filled by recommendations of the Nominating Committee and elected by the Board of Directors.

Article 7

MEETINGS

Regular General Members Meetings. Meetings of the Board of Directors and of the General Members of the Club will be held on the first Tuesday of each month while school is in regular session, starting at 7:00 PM in the Chatham High School Media Center, unless scheduled otherwise, with adequate notice to the General Members in Good Standing, by the President of the Club. The President will be responsible to communicate the annual meeting schedule and reserve meeting space via the CHS administration prior to the beginning of each school year. The President, at his or her own discretion, may call a meeting of General Members at any time, with at least seven (7) days advance notice to both the Board of Directors and the General Members in Good Standing (which notice may be made by e-mail to the last known address of each recipient and by posting on the Club's website).

Special Meetings. A special meeting of the Board may be called at any time by the President of the Club or any two (2) members of the Board for any purpose that is consistent with the Club's certificate of incorporation or these Bylaws. Such meeting shall be held upon five (5) days' notice if given by telephone, email or in person, or upon ten (10) days' notice if given by regular mail. Such notice shall specify the time and date of the meeting. All special meetings shall be held at the Club's principal office unless all members of the Board agree to a different location.

Waivers of Notice. Notice of a meeting need not be given to any Board member who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Board member of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Action Without a Meeting. The Board may act without a meeting if, prior or subsequent to such action, each Board member consents to such action in writing. All written consents shall be filed in the Club's books and records.

"Virtual" Call Meetings. Members of the Board may participate in any meeting by means of conference calls, group emails or similar communications methods that enables all participants to actively participate . Such participation in a meeting shall constitute presence at a meeting for the purpose of establishing a quorum.

Article 8

ANNUAL CLUB SCHOLARSHIPS

The Club shall have the right to provide approval of the expenditure related to the award of three annual scholarships to graduating seniors at Chatham High School. The Club shall select the recipients by means of a Scholarship Committee ("Committee"). The Committee is comprised of at least three (3) members. Committee members should not have a child who is a senior at CHS, and at least one member should not have a senior the following school year so that a current member may chair the Committee the following year.

Scholarships funded by the Club and definitions

1. Chatham High School Athletic Boosters Most Accomplished Athlete Scholarship (Male)

2. Chatham High School Athletic Boosters Most Accomplished Athlete Scholarship (Female) 3. Chatham High School Athletic Boosters Harvey Cohen Scholarship (Male or Female)

Chatham High School Athletic Boosters Most Accomplished Athlete Scholarships (two recipients) are awarded to a Chatham High School senior male and female who have been accepted, and will attend a two or four year college or university. The awards will go to those student athletes who have achieved the highest level of excellence in athletics with consideration given to sportsmanship, citizenship and scholarship.

Chatham High School Athletic Boosters Harvey Cohen Scholarship (one recipient) will be awarded if the applicant pool includes an appropriately merited recipient. The recipient, if any, will be a Chatham High School Senior who will attend a two or four year college or university, and whose activities have contributed to the success of the Chatham High School athletic program (e.g. sports writer, manager, statistician, timekeeper, announcer, team assistant, videographer etc.).

The Committee will be responsible for maintaining and publishing the specific criteria used to select the scholarship award winners, the application forms and the detailed protocols to support the selection process. The applicants for the scholarships will be "anonymous" to the Committee and judged solely based on the criteria documented in the application forms. The detailed results of the process and the ultimate recipients shall be kept confidential by the Committee and the Officers. The recipients of the scholarship awards will be notified during the CHS graduation ceremony.

The monetary award for each scholarship will be set each year by the membership. The Officers can choose to change the amount of the monetary award of subject to a majority vote of approval by the General Members at a Regular General Members Meeting.

Article 9

FALL, WINTER, AND SPRING TEAM COACHING STIPENDS

The Club shall have the right to provide approval of expenditure of treasury funds for Fall, Winter and Spring Coaching Stipends ("Coaching Stipends") for CHS athletic teams. The scope of the Coaching Stipends would include volunteer assistant coaches for the Fall, Winter and Spring Seasons. The request for Coaching Stipends would be presented by the School Administrator in charge of Athletics just prior to the respective Fall, Winter and Spring seasons. The amount of the individual stipend would be based on SDOC published guidelines. On an exception basis, an individual stipend could be used to supplement a full time paid assistant who is being paid less than a full time assistant in order to bring the assistant up to a full time assistant level. All final payments of Coaching Stipends are subject to end of season approval by the School Administrator in charge of Athletics who shall confirm that the volunteer assistant has satisfied all requirements of the volunteer position thus justifying the payment of the stipend

Article 10

INDIVIDUAL TEAM DISCRETIONARY STIPENDS

The Club shall have the right to provide approval of expenditure of treasury funds for Fall, Winter and Spring Individual Team Discretionary Stipends ("Team Stipend"). Each individual athletic team will get a Team Stipend allocation to be used at their discretion for smaller, non-material items that would include: uniform supplement / augmentation, team banners or flags, senior recognition activities, food / beverage during tournament travel, and other similar requests. The request should be to the benefit of the overall Varsity, JV and Freshmen teams where possible.

The Team Stipend will be calculated each Fall, Winter and Spring season based on the total number of athletes registered for the Varsity, Junior Varsity and Freshmen teams for that team and season. The number of athletes will be approved by the School Administrator in charge of Athletics and provided to the Officers. The Treasurer will then determine the Team Stipends for an individual team by choosing the maximum of 1) multiplying the total number of athletes by an agreed "dollar amount per athlete" or 2) an agreed per team minimum dollar amount. The "dollar amount per athlete" and "per team minimum dollar amount" will be voted on (and approved) at the first General Members Meeting of each new school year. Those funds will be reserved as a Team Stipend for each individual team in their respective season until the end of such season. Any treasury funds not utilized by the individual teams in that season will be considered unused and no long available to that specific team.

The request to draw down upon the Team Stipend shall be initiated by the team liaison and Varsity head coach for the respective team. Specific requests should be made directly to the President and Vice President with the School Administrator in charge of Athletics on copy. The Officers will review the request to ensure it complies with the stated guidelines and the team is in good standing with respect to fulfilling it volunteering requests (e.g. Snack Shack coverage,).

Approval of each request will be determined by a majority vote of approval by the Officers. The approvals would be shared at the next regularly scheduled meeting of the General Members. Treasury funds will be disbursed by the Treasurer directly to the individual who paid for such expenses upon presentation of a paid invoice.

Article 11

END OF YEAR TEAM BANQUETS

Each year the CHS athletic teams may hold end of year team banquets. The necessity, frequency, form of, attendance of and cost of those banquets are decided by the individuals on, parents (or legal guardians) of and coaches leading those teams. These events are not sponsored or governed by the Club and therefor are not eligible for any financial funding from the Club nor are they eligible to make use of the Club's 501(c)(3) status in any manner.

There may be situations where the family of a CHS athlete participating in the end of year team banquet is facing some form of financial hardship ("Family Hardship"). The CHS School Administrator in charge of Athletics, at his or her discretion and in a completely confidential manner, may solicit the Officers to provide financial assistance for the athlete and parents (or legal guardians) facing the Family Hardship to

attend the respective athlete's end of year team banquet. For a current freshman, sophomore or junior the definition of "Family" is the athlete and one parent (or legal guardian). For a current senior the definition of "Family" is the athlete and both parents (or legal guardian). The Officers, based on a majority vote, can authorize the expenditure of treasury funds to pay for the full cost of the Family to attend their respective end of year sports team banquet. The names of the Family will be kept confidential and only the approval of such Family Hardship would be noted in the next regularly scheduled meeting of the General Membership.

Article 12

QUORUM AND VOTING

In issues coming before the Board of Directors, not less than five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. Each member of the Board shall have one (1) vote on all matters that come before the Board. All matters requiring a vote of the Board shall be decided by a majority vote of the Board members who are present at a Board meeting at which a quorum is present, except that a vote of at least two-thirds (2/3rds) of the entire Board shall be required to elect or remove an Officer or an Executive Board member or to amend these Bylaws. In the case of a tie vote, after meeting the quorum requirements, the President shall cast an additional and deciding vote.

In issues coming before the General Members, not less than fifty percent (50%) of the General Members that have attended the last three (3) meetings of the General Members will constitute a quorum. The General Members' attendance number, for purposes of determining a quorum, shall be calculated based on the average attendance of the last three meetings of the General Members. Each General Member in Good Standing shall have one (1) vote on all matters that come before the General Members. All matters requiring a vote of the General Members shall be decided by a majority vote of the General Members in Good Standing who are present at a General Members meeting at which a quorum is present. In the case of a tie vote, after meeting the quorum requirements, the President shall cast an additional and deciding vote.

If requested by a General Member in Good Standing on any matter requiring a vote, and for all votes on the expenditures of treasury funds (excluding Fall, Winter or Spring Coaching Stipends) in excess of five thousand dollars ($5,000.00), the vote shall be by private ballot or paper vote (rather than by a show of hands or by acclamation) in such manner as shall be reasonably determined by the Board.

Article 13

AUTHORIZATION OF EXPENDITURES

Expenditures of treasury funds of two hundred dollars ($200.00) or less must be authorized by the Treasurer, and expenditures of treasury funds in excess of two hundred dollars ($200.00) must be authorized by the vote of a majority of the Officers. Expenditures of treasury funds in excess of two thousand dollars ($2,000.00) must be authorized by a vote of the majority of the General Members in Good Standing who are present at a General Members meeting at which a quorum is present. All coaches' requests for the expenditure

of treasury funds by the Club must first be presented to, and decided upon, by the current School Administrator in charge of Athletics before being presented at a General Membership meeting.

Once the School Administrator in charge of Athletics decides he or she would like to pursue the use of Club treasury funds, then the specific request(s) will be listed on the next regularly schedule General Membership meeting agenda for discussion. The new requests will be openly discussed in that General Membership meeting to ensure the General Membership and the Officers have a proper understanding of the request, the necessity of the request, how it will benefit the teams and to discuss any other open points. The new request will then be scheduled for a formal vote for approval at the subsequent General Membership meeting immediately following the meeting where it was discussed.

During the course of a fiscal year, there might extenuating circumstances that causes the need for a new request to be both discussed and voted on for approval in the same General Membership meeting. Those exceptions first require approval to deviate from the stand process through 1) a unanimous approval by the Officers and 2) a majority approval by the General Membership. After securing approval for the exception to the standard approval process, the formal vote for approval on the request for treasury funds can take place during the same meeting.

Article 14

PROCEDURAL RULES FOR MEETINGS

The Board of Directors shall have the right to adopt such procedural rules for the conduct of all meetings as may be deemed proper, provided that the rules are not inconsistent with these By-Laws or contrary to law.

The order of business at each General Members' meeting shall be as follows:

1. Meeting Call to Order
2. Call for Minutes review from prior months meeting
2. Reports of School Administrator in charge of Athletics, Officers and Head Liaison
3. Reports of Standing Committees and Special Committees (if required)
4. Announcement of Board Approved Purchases (if any)
8. Coaches Requests for expenditure by School Administrator in charge of Athletics (if any)
5. Report of Nominating Committee (if required)
6. Election of Officers (if required)
7. Old Business
8. New Business
9. Notice of Next Meeting and Adjournment

Officers and Committee Chairpersons must make arrangements for their reports to be presented if they cannot attend the monthly meeting of General Members.

Article 15

AMENDMENTS

The articles of these By-Laws may be amended at any time by no less than two-thirds (2/3rds) vote of the General Members in Good Standing at the time that the amendment is brought before the Club. All amendments must first be adopted by the Board of Directors and published, on the Club's website, by e-mail notice or otherwise, for the General Members' review at least one month prior to being brought to a vote at a meeting of the General Members.

Article 16

CONTRIBUTIONS AND DISSOLUTION

The Club shall have the right to solicit and accept contributions from third parties, but the primary purpose of the Club is not to perform fundraising. All monies thus received will be used in furtherance of the Club's Purposes as hereinabove stated. The Club shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

Upon the dissolution of the Club, the Board shall utilize the Club's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner that is consistent with the Club's Purposes as hereinabove stated, either in the form of direct expenditures or by disbursement, to one or more organizations that are organized and operated exclusively for the same or similar purposes as the Club so as to qualify as an exempt organization under Section 501(c)(7) of the Internal Revenue Code, or for charitable, scientific, educational, or religious purposes so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.

Article 17

MISCELLANEOUS

Fiscal Year. The Club's fiscal year shall run from the first day of July of each year to the thirtieth day of June of the following year.

Effect of Headings. Section headings have been used throughout these Bylaws as a matter of convenience only. Such headings shall not be deemed interpretative of the contents of these Bylaws.

Applicability of New Jersey Law. The Club has been formed pursuant to the laws of the State of New Jersey. These Bylaws shall be construed in accordance with the Act and any other applicable laws of the State of New Jersey.

Indemnification. The Club shall and does hereby indemnify each Officer and At-large Director, including former Officers and At-large Directors, to the fullest extent permitted by the Act.