**MAROON AND WHITE, INC.**

**SCARSDALE, NEW YORK**

**BYLAWS**

**ARTICLE I**

**OFFICES**

The principal office of **MAROON AND WHITE, INC. (**the **”**Corporation”) shall be located in Westchester County, New York. The Corporation may also maintain offices at such other places within New York State as the Executive Board may, from time to time, determine and /or business may require.

**ARTICLE II**

**MEMBERS AND SPONSORS OF MAROON AND WHITE**

1. Any individual may be entitled to be designated as a Member of Maroon and White, Inc. by donating money to the Corporation. The categories of donation with the dollar amounts for such designations will be determined by the Executive Board. Most Valuable Patron (MVP), All State, All Section, All League, and Honorable Mention are the current categories.

2. The Corporation shall conduct an annual solicitation of Members and Business Sponsors commencing in August. Additional Members and Business Sponsors may contribute at any time.

3. The donation shall follow the fiscal year of the corporation inclusive.

**ARTICLE III**

**OBJECTIVES**

Recognizing that the Corporation shall exist for the primary purpose of providing broad support for the Scarsdale High School Athletic program, more specifically, its purposes are:

1. To raise funds for the entire athletic program. However, it is not the intention of the Corporation to relieve the Board of Education of the responsibility for fully funding a complete interscholastic and intramural program of athletics. Accordingly, funds raised through the efforts of the Corporation are to be used for the purchase of goods and services above those expected from a regular school budget
2. To support the healthy and equitable growth of competitive sports to girls and boys at all levels of ability in cooperation with the Athletic Director and Principal
3. When making contributions or fundraising to meet expenses not met by the District, the Board must follow its policies for gifting as well as any District and or High School guidelines.

4. To help raise the standards of the, athletic programs, the physical education department and facilities of Scarsdale High School.

5. Other goals the Corporation would like to encourage:

A. To lend assistance and support to the interscholastic athletic and physical education programs at Scarsdale High School.

B. To bring together the parents and the school so that the Administration, teachers, coaches and parents may cooperate intelligently in the physical education and interscholastic athletic programs of Scarsdale youth.

C. To support, promote and encourage high standards of integrity and good sportsmanship in all athletic activities.

D. To encourage cooperation with other community groups that are interested in athletics.

**ARTICLE IV**

**BASIC POLICIES**

The following are basic policies of this Corporation:

Section 1: The Corporation shall be non-commercial, non-sectarian, non-partisan and

non-profit.

Section 2: The name of the Corporation or the name of any directors in their official

capacities shall not be used in any connection with a commercial concern

or with any partisan interest or for any purpose not appropriately related to

promotion of the objectives of the corporation.

Section 3: The Corporation shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 4: In the event of the dissolution of the Corporation, its assets shall be

distributed for one or more of the exempt purposes specified in Section 501 c (3) of the Internal Revenue Code of 1986 as from time to time amended.

**ARTICLE V**

**BOARD OF DIRECTORS**

1. Duties and Powers.

The Board of Directors shall be responsible for the control and management of the affairs, money and interests of the Corporation.

2. Number of Directors.

The number of directors of the Corporation shall not be less than 10 nor more than 80. The Executive Board will decide annually on the exact number.

3. Responsibilities of Directors.

Directors are expected to attend Board of Directors Meetings, support the Sports Program and participate in the activities of the Corporation . When the need arises, the Executive Board may request non- board members to volunteer /participate in events and activities of Maroon and White (i.e. Basketball families to help staff the Kari Pizzotola Holiday Basketball Tournament).

4. Election of Directors.

All new directors will be elected by a vote of the present directors. Election will take place at the March or April meeting. Nominations for new directors shall be submitted prior to the meeting from the present directors. The nominator will supply the following information for each nominee: number, gender and grades of children; sport(s) in which they participate. The purpose is to attempt to maintain balanced representation: gender, grade, sport and neighborhood when possible.

Persons who have previously served as directors of the Corporation and have children entering the High School may be asked to return to the Board of Directors. This is done upon recommendation of the Executive Board.

5. Term of Office.

Each director shall hold office for a term of one (1) year and until his successor has been elected and qualified. The Secretary shall re-nominate returning directors en mass to a new term.

Each director must be a parent of a student who is or will be, in the next school year, enrolled at Scarsdale High School and who will participate in the athletic program.

However a current director may, at the discretion of the Executive Board, be re-nominated, if the director is a parent of a student entering seventh or eighth grade who will be participating in the athletic program.

6. Meetings.

One Annual Meeting of the Board of Directors shall be held each year, the date to be set by the Executive Board. The agenda for the Annual Meeting will include the election of new officers and directors.

The last Board of Directors meeting of the school year shall be designated as the Joint Board Meeting. The agenda for the meeting will include annual reports from the Treasurer, committee(s), and the President. All new directors are invited to attend this meeting.

7. Gifting Meeting

During the March, April or May meeting the Board of Directors will vote on whether to 1. Disperse funds for the next school year and 2. If so authorized, the Board can then gift to individual teams or the physical education department or to a single project or any combination thereof.

7. Special Meetings and Notice.

Special meetings of the Board of Directors shall be called by the Executive Board or by the President or by any director upon written request of one-fifth of the entire Board of Directors.

Notification of special meetings shall be given to each director at least two days prior to the meeting.

8. Quorum and Adjournments.

At all meetings of the Board of Directors, the presence of 40% of the entire Board shall be necessary to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation or by these Bylaws.

A majority of the directors present at any regular or special meeting, although less than a quorum, may adjourn the meeting without notice, until a quorum shall be present.

9. Manner of Acting/Voting.

At all meetings of the Board of Directors, each director present shall have one vote.

Except as otherwise provided by law, by the Certificate of Incorporation or by these Bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Acts of the Board of Directors include, are but not limited to the following: nominating new members, gifting to the Athletic programs or Physical Education Department and any other regular business. Any action authorized by a majority of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors.

A vote by proxy of a Director is allowed for all regular business except for the Gifting meeting and the New Member Nominating meeting in the spring. It is the position of the board that these two meetings benefit from face to face interaction and an exchange of ideas and opinions.

A written proxy, be it printed or delivered electronically should be given to the Secretary (or another member of the Executive Board) before the meeting. A director can only authorize a proxy for 30 days.

10. Vacancies.

Any vacancy in the Board of Directors resulting from an increase in the number of directors or the resignation, disqualification, removal or inability to act of any director, shall be filled by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors.

11. Resignation.

Any director may resign at any time giving notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified, such resignation shall take effect upon receipt thereof by the Board of Directors or officer, and the acceptance of such resignation shall not be necessary to make it effective.

12. Removal.

Any director may be removed for cause by action of the Board of Directors, or by the Executive Board.

13. Ex-Officio Members.

The immediate past Presidents of the Corportion shall be ex-officio members of the Board of Directors for one (1) year regardless of whether or not they are parents of a student at the Scarsdale High School.

The Athletic Director of Scarsdale High School shall also be an ex-officio member of the Board of Directors.

**ARTICLE VI**

**OFFICERS**

1. Officers.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Membership Chairperson, a Sports Program Coordinator, and a Fundraising Chairperson**.** A single office may be held by an individual or two as co-officers. All officers shall also be members of the Board of Directors of the Corporation.

2. Election.

If there is but one nominee for any officethe Secretary shall cast the elective vote for the nominee, who shall thereby be elected.

Officers shall be elected by ballot at the Annual Meeting of the Directors. All Executive Board Members are voted for a 2 year term. Where the Executive Board nominates Co-Presidents, each Co-President will serve a two-year term that is not coterminous with the term of the other Co-President, but rather overlaps by one year. The Executive Board will have the authority to alter the term length of a Co-President in order to implement this policy, provided that no term may be greater than two years.

3. Assumption of Office.

Officers shall assume their official duties at the Joint Board meeting.

4. Term of Office.

Each officer shall hold office for a term of two years and/or until his/her successor is elected. A person shall not be eligible to serve more than two consecutive terms in the same office. An officer who has served more than one-half of a term shall be considered to have served that term.

5. Resignation.

Any officer may resign at any time giving written notice thereof to the President or the Secretary of the Corporation. Such resignation shall take effect upon receipt thereof unless otherwise specified in such written notice. The acceptance of such resignation shall not be necessary to make it effective.

6. Removal.

Any officer may be removed by the Board of Directors, with cause, and a successor elected by the Board of Directors at any time.

7. Vacancies.

A vacancy in any office by reason of resignation, inability to act, disqualification or any other cause, may at any time be filled for the unexpired portion of the term by vote of the Board of Directors.

8. Duties.

Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, such powers and such additional duties as may be set forth in these Bylaws and duties as may be specifically provided for by the Board of Directors.

a. President.

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors and of the Executive Board, shall be a member ex-officio of all committees except the Nominating Committee, shall appoint special committees with the advice of the Executive Board and shall perform all other duties to the office.

b. Vice President.

The Vice President shall perform the duties of the President in the absence of that officer and shall perform such other duties as may be delegated to him/her by the President, the Executive Board or the Board of Directors.

c. Secretary.

The Secretary shall keep a permanent record of all meetings of the Board of Directors and shall perform such other duties as may be delegated to him/her by the President or the Executive Board. The Secretary shall keep up-to-date contact information for each director.

d. Treasurer.

The Treasurer shall receive all monies of the Corporation and shall keep an accurate record of receipts and disbursements. He/she shall make payments in accordance with the budget. Expenses not provided for or in excess of the budget shall be incurred and paid only as authorized by the Executive Board. The Treasurer shall present a statement of account at every meeting and at such other times as may be requested by the Executive Board**.** Between the Annual Meeting and the first meeting of the next year, the Treasurer shall present his accounts for audit to a special auditing committee of at least two persons appointed by the President. The Treasurer with the advice of the Executive Board shall prepare a budget for each fiscal year, which will be presented to the Board of Directors at the first meeting of the year.

The Treasurer shall also keep the Board of Directors informed of the budget proceedings of the Scarsdale Board of Education and any implications on the Athletic Programs at the High School.

e. Membership Chairperson.

The Membership Chairperson shall be responsible for the annual solicitation of Sponsors of the Corporation and for other solicitations during the year and for the maintenance of up-to-date records of Sponsors and their contributions.

f. Sports Journal Chairperson

The Sports Journal Chairperson shall be responsible for coordinating the efforts necessary to publish seasonal Sports Journals.

g. Fundraising Chairperson.

The Fundraising Chairperson shall be responsible for developing and coordinating fundraising efforts, which may include the sale of merchandise and other methods, in consultation with the Executive Board and the Board of Directors.

**ARTICLE VII**

**COMMITTEES**

1. Nominating Committee

The Nominating Committee shall consist of five (5) members. The chairperson and other members shall be appointed by the Executive Board at least two meetings prior to the Annual Meeting. Names of nominees selected by the Nominating Committee shall be made public at the meeting before the Annual Meeting in a manner determined by the Executive Board. The Nominating Committee shall report at the Annual Meeting the name of the candidate for each office to be filled. Additional nominations may be made from the floor at the Annual Meeting, provided that the consent of each candidate has been obtained before his/her name is placed in nomination either from the floor or by the Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Executive Board.

The Nominating Committee shall attempt to create a balanced and responsible Executive Board and shall therefore consider the area of residence, number and gender of children and sports in which the children participate in selecting candidates.

2. Executive Board.

a. Constitution.

The elected officers shall constitute the Executive Board.

b. Meetings.

The Executive Board shall meet on such dates as may be designated by the President.

c. Duties.

The Executive Board shall transact necessary business of the Corporation in the intervals between Board meetings and such other business as may be referred to it by the directors. The Executive Board with a majority approval is authorized to approve gift expenditures of up to $1,000.00 during intervals between Board meetings. It shall approve plans and minutes of standing and other committees and shall present recommendations at the Board of Directors meetings. Between regularly scheduled board meetings the Executive Board can allow electronic voting by the entire Board of Directors for issues it deems appropriate.

d. Standing Committees.

The Standing Committees Are:

1. Coaches Dinner Committee

2. Fall Awards Committee

3. Scarsdale High School Holiday Basketball Tournament Committee

4. Winter Awards Committee

5. Spring Awards Committee

6. Publicity Committee

A chairperson and members of each committee shall be appointed from the Board of Directors by the President with the advice and consent of the Executive Board**.** The chairperson’s term of office shall be one year. The chairperson shall report plans of work to the President, who shall report to the Executive Board, and no committee work shall be undertaken without the approval of the Executive Board. The chairperson of each standing committee shall file reports with the President.

e. Other Committees.

The President, with the advice of the Executive Board may, from time to time, designate such other committees as is deemed necessary. Each committee shall remain in existence until its task has been accomplished.

**ARTICLE VIII**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin on August 1st and end on the following July 31st. This can be modified as deemed appropriate by the Board of Directors.

**ARTICLE IX**

**PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order shall govern the meetings of the Corporation.

**ARTICLE X**

**CORPORATE SEAL**

The corporate seal, if any, shall be in such a form as shall be approved from time to time by the Board of Directors.

**ARTICLE XI**

**REVIEW OF BYLAWS**

These bylaws shall be reviewed periodically and at least within every five years.

**ARTICLE XII**

**AMENDMENTS**

The Board of Directors shall have the power to make, adopt, alter, amend and repeal bylaws of the Corporation by a two-thirds vote of the directors, provided that notice of the proposed amendment or change shall have been given at the previous meeting or that a copy of the proposed amendment or change has been sent to each director entitled to vote, at least five days prior to such vote.

**ARTICLE XIII**

**OFFICERS AND DIRECTORS**

If a director or officer of the Corporation is made a party to any civil or criminal action or proceeding in any manner arising from the performance by such director or officer of his or her duties for or on behalf of the Corporation, then to the full extent permitted by law, the Corporation, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

1. Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding: and

2. Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney’s fees actually and necessarily incurred, in connection with proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.

(Reviewed and amended 4/21/2015)