BY-LAWS
Hunt Thunder
BOOSTER CLUB

PREAMBLE

These Bylaws are adopted for the organization of the Hunt Thunder **Booster Club** of Pierce County, Washington. Their purpose is to provide a framework for Hunt Thunder Booster Club to discharge its responsibilities in matters involving the efficient operation of Hunt Thunder Booster Club and to govern the orderly resolution of those purposes, while maintaining Accountability to the governing body. The Bylaws provide the professional and legal structure for booster club operations, organized relations with the Hunt Thunder Booster Club Board and relations with the Hunt Thunder Booster Club membership.

ARTICLE I
ORGANIZATION

SECTION 1.1: <u>Name</u> - The name of the organization shall be the Hunt Thunder **Booster Club** (HTBC).

SECTION 1.2: <u>Organization</u> - This organization will be a nonprofit, incorporated association organized under the laws of the State of Washington. In the event the laws of the State of Washington will require a different form of entity, this organization will take such steps as may be necessary to reform itself to meet such requirements.

ARTICLE II
PURPOSE & MISSION

SECTION 2.1: <u>Purpose</u> - The purpose of **HTBC** is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The purpose or purposes for which the Corporation is organized are:

The HTBC exists to collaborate, create and connect with community. The HTBC works to ensure access and inclusion for all, through active participation of parents, supporters and educators. We work to:

- Collaborate with parents, staff and community to support students
- Create opportunities for students through fundraising
- Connect to assist all school programs to foster diversity, equity, access and inclusion for the purpose of broadening the involvement of students, their parents (or legal guardians), their families and the school through support for all students' activities in inter-school extracurricular programs

SECTION 2.2: **Administration** **-** The Purposes of **HTBC** shall be carried out by committees and projects related to the **HTBC**.

SECTION 2.3: **Non-Commercial** **- HTBC** shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of **HTBC** or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Corporation.

ARTICLE III
DEFINITIONS

SECTION 3.1: **Definitions** **-** The following definitions apply to the provisions of these Bylaws:

3.1.1 "**Hunt Thunder** Booster Club" referred to in these bylaws as **HTBC**.

3.1.2 "Executive Board" means the governing board of HTBC. As appropriate to the context and consistent with the bylaws and authority of the executive board, it may also mean any committee of the executive board or any individual authorized by the executive board to act on its behalf on certain matters.

3.1.3 "Quorum" is defined as a majority of the executive board which shall constitute a quorum for the transaction of business at any meeting of **HTBC**.

3.1.4 "Ex-Officio" is a member by virtue of their position. Unless otherwise allowed, ex-officio members are non-voting and may participate in deliberation but may not offer independent proposals for board consideration unless allowed by the board before or during a meeting. For these bylaws, ex-officio members shall consist of: the Principal and, the Athletic Director of HTBC Middle School.

3.1.5 "Majority" is the minimum number of Executive Board Members that must be present at any of its meetings to make the proceedings of that meeting valid. Two-thirds of member's present will constitute a "majority".

ARTICLE IV
GOVERNING DOCUMENTS

SECTION 4.1: **<u>Governing Documents</u> -** The **HTBC** is governed in the following order by Federal and State laws, Washington Secretary of State requirements for charitable organizations, any applicable **Tacoma** School District, WIAA or WSBCA regulations, the Club's Articles of Incorporation recorded with the Washington Secretary of State, these Bylaws and the Standing Rules which are approved or amended by a vote of the Membership.

ARTICLE V
MEMBERSHIP

SECTION 5.1: **<u>Membership</u> -** Membership in the **HTBC** shall consist of parents and legal guardians, alumni, and friends of all HTBC supporters and other enthusiasts interested in promoting youth extracurricular programs. Membership shall not be prohibited for any reason which would violate Chapter 49.60 RCW, or the Civil Rights Act of 1964, as amended.

All volunteers in any **HTBC** sponsored activity must be a current HTBC member. There are three types of Memberships in the **HTBC**. Membership dues for each type of membership are determined annually by the Executive Board.

5.1.1 **Family - Individual Membership:** (includes Parents and Guardians) All parents, guardians, and other persons who have children enrolled or participating in the **HTBC** program are eligible to become members of the HTBC. Family - Individual membership gives an adult in each family household the right and responsibility to attend all meetings and events sponsored by the **HTBC**, serve on committees, be nominated and elected to office, and participate in discussions and vote on all motions presented to the general membership. A second family member (parent or guardian) may purchase one additional membership with service & voting privileges.

5.1.2 **District Employees, Coaches, Program Directors and Advisors Membership:** Any Employee of Tacoma Public Schools, Coach, Program Director, or Advisor is eligible to become members of the **HTBC**. District Employee, Coach, Program Director and Advisor members are granted the right and responsibility to attend all meetings and events sponsored by the **HTBC**. Hunt Middle School Employees, Coaches, Program Directors and Advisors may serve in an advisory role on committees but do not have a vote at general membership and committee meetings, the exception being anyone who falls under family membership due to having children enrolled in Hunt Middle School.

5.1.3 **Alumni, Business and Community Membership:** Persons without children currently enrolled at **HTBC** program may join as a **HTBC** alumnus, an individual community, alumni, business, or a business organization representative. Alumni, Business and Community Membership gives this classification of member the opportunity to show support of **HTBC** participant and their involvement in extracurricular activities at **HTBC** program. Alumni, Business and Community members can be appointed to serve as advisors for Booster Club committees at the request of the committee chair but do not have a vote at general membership and committee meetings.

SECTION 5.2: Membership Dues - The Executive Board will determine need for and establish yearly membership dues. The membership shall then vote to ratify the annual fee as a provision of the Booster Club's Standing Rules. Dues and Fees shall be paid at the time of membership registration and recorded by the Treasurer. Membership privileges and voting rights become immediately valid once annual membership is paid. Memberships can be established at any time of the year and will be valid for the period of September 1 through August 31. Membership dues will not be prorated.

SECTION 5.3: Members In Good Standing - All members must meet the following criteria to be considered in good standing:

5.3.1 Members that are positively promoting and upholding the objectives of the booster club.

5.3.2 Membership dues are up to date, and paid, and

5.3.3 Attendance record of 50% or more at all general meetings and/or equivalent attendance record volunteering at booster activities.

5.3.4 Volunteering a minimum of 5 hours and/or financially sponsoring a minimum of 2 booster club activities.

SECTION 5.4: Members Not In Good Standing.

5.4.1 Any member who is not in good standing with the booster club or who is acting counter-productive to the booster club is subject to having their membership revoked and removed from the organization.

5.4.2 A majority vote of the executive board will determine if a member's actions constitute removal.

5.4.3 Membership dues will not be refunded at any time.

5.4.4 If the member is on the executive board, they will be released from their duties effective immediately.

5.4.5 The member will have ten (10) business days to relinquish all **HTBC** booster club materials to the president.

5.4.6 If the member in question fails to meet the member in good standing requirements, acts irresponsibly and portrays the booster club in an unpleasant manner to the community, the executive board can request a meeting of censorship, in lieu of removal, that may include the executive board, athletic director, principal, coach, program director and superintendent of the **HTBC** School District.

5.4.7 Revocation, Censorship, and Removal of members or officers shall also be completed for violations of **HTBC** School District violations (see Tacoma Public School district policy manual: https://www.tacomaschools.org/about/school-board/policy-manual).

ARTICLES VI
OFFICERS & THEIR DUTIES

SECTION 6.1: <u>Election of Officers</u> - Elected Officers must be current members of the HTBC on a Family - Individual Membership and have a student currently enrolled at **HTBC** Middle School.

6.1.1 The election of the officers of the **HTBC** will occur annually within the timelines and manner presided by the booster organization bylaws.

6.1.2 Elected Officers must be current, in-good-standing members of the **HTBC** on a Family – Individual membership.

6.1.3 The election of officers shall occur at the April meeting. Nominations for the officer positions shall be made from the floor at the March and April meetings.

6.1.4 The transfer of records and audit of the accounts should be complete prior to the existing officers stepping down.

6.1.5 All officers shall serve a term of one (1) year, or until their successor assumes the duties of the office. Each term shall begin on June 1 and end on May 31.

6.1.6 Any officer vacancy that arises shall be filled by appointment of the Executive Board, and the person selected to fill such vacancy shall hold the office for the unexpired term of his or her predecessor.

6.1.7 **No Officer of the booster club shall use his or her position for personal profit or gain including the personal profit or gain of the members of the officer's household.** This prohibition shall have the widest interpretation possible and shall preclude such actions as hiring for pay, any member of the household of a booster club officers (unless approved by vote of the Executive Board) for such services as concession stand workers, stadium clean up and similar tasks. The restriction also precludes officers selling or consigning for-sale items through the booster club. However, nothing in this prohibition shall preclude a member of the household of a booster club officer from receiving a scholarship awarded by the booster club; provided however, that the booster club officer shall excuse him/herself from any discussion or consideration including any vote of any member of their household for a scholarship.

SECTION 6.2: <u>Elected Officers & Their Duties</u> - All Officer positions can be co-positions, each receiving a vote on the Executive Board and Board of Directors.

6.2.1 **Elected Officers:** President, Vice President, Treasurer, Secretary, Membership Director, Member(s) at Large. The President and Treasurer cannot be from the same household.

6.2.2 **Hierarchy of Elected Officers:** The President/Vice Presidents shall preside over all Club meetings. Should President be unavailable, resign or is removed from office by the Board, the following hierarchy of authority shall be observed: Vice

President, Treasurer, Secretary, Membership Director, Member(s) at Large.

6.2.3 **Vacated Officer Position:** If an Executive Board Member position is vacated for any reason, the Board of Directors shall appoint a replacement to that position for the remainder of the term.

6.2.4 **Duties of President:** The President ~~or Co-Presidents~~ shall be an elected member and the principal executive officer(s) of the HTBC subject to the control of the Executive Board and Board of Directors. The President shall in general supervise and authorize all activities of the **HTBC**. The President shall be a member of the Executive Board and when present, shall preside at all meetings of the Executive Board, Board of Directors, and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board, Board of Directors or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

6.2.5 **Duties of Vice President:** The Vice President or Co-Vice Presidents shall be an elected member of the **HTBC**. The Vice-president shall perform all the duties of the president in his/her absence and others as may be assigned by the president. The vice-president shall be responsible for all fundraising and coordination of all social activities of **HTBC**. In the event of a resignation or termination of the President, the Vice president, with consent of the Executive Board, shall assume the duties for the balance of the term.

6.2.6 **Duties of Treasurer:** The Treasurer or Co-Treasurers shall be an elected member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the **HTBC** financial policies. See Appendix A. The Treasurer shall maintain regular book of accounts to be kept, and shall render to the Executive Board, from time to time as may be required, an account of the financial condition of the **HTBC** Booster Club. The Treasurer is responsible for preparing and getting approval of the annual budget of the Club's general fund. The Treasurer shall arrange disbursements from the general fund as authorized by the budget as approved or amended by the membership or from individual extracurricular programs line item when authorized on a completed reimbursement request form. The Treasurer shall deliver a financial report monthly and at each Executive Board and General Membership meeting or at other times as requested by the Executive Board. The financial report shall consist of a statement detailing the **HTBC**'s income and expenses, checking and savings bank account reconciliations, and extracurricular program balances. The Treasurer shall facilitate annual insurance renewal, WSBCA renewal, financial review, audit (if necessary) and tax preparation. The Treasurer shall present the financial review results and audit report at the first general membership meeting in the fall of the school year. The Treasurer shall present the tax report to the General Membership when completed.

6.2.7 **Duties of Secretary:** The Secretary or Co-Secretaries shall be an elected member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the Executive, Board of Directors and General Membership meetings; shall see that all notices are duly given in accordance with these Bylaws; shall be responsible for preparing, printing, presenting and editing minutes during the next meeting, keeping a copy of all meeting minutes in the Secretary binder; shall manage and keep an accurate tally of the volunteer records, keep an attendance sheet for each General Membership meeting and the extracurricular program representative in attendance. The Secretary shall track, apply, confirm and maintain records of all insurance, state and federal registrations and WSBCA membership that are updated annually and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Executive Board.

6.2.8 **Duties of Membership Director:** The Membership Director shall be an elected member of the Executive Board. The Membership Director shall be responsible for recording **HTBC** memberships, designating membership types, and designating funds to extracurricular programs according to member's requests. All membership funds and information need to be reported and deposited with the treasurer no less than weekly. Each year the Membership Director will update the membership form and have it approved by the Executive Board. The Membership Director will ensure these updated forms are on the website and the online funds collection site and, in general, perform all duties incident to the office of Membership Director and such other duties as may be assigned by the President or Executive Board.

6.2.9 **Duties of Member(s) at Large:** The Member(s) at Large, which includes, but is not limited to a grade-level representative, shall be elected member(s) of the Executive Board. The Member(s) at Large shall represent the general membership at all meetings and in general, perform such other duties as may be assigned by the President or Executive Board.

SECTION 6.3: <u>Appointed Chairs and Their Duties</u> - The Executive Board has the authority to create committees to carry out the duties according to **HTBC** instructions. The President shall appoint with the approval by a vote of the Executive Board a Concessions Chair, Grants Chair, Merchandise Chair, and Webmaster (Website/Social Media Chair). The Executive Board reserves the right to appoint additional Chairs as deemed necessary to fully conduct **HTBC** business. Appointed Chairpersons must either be current members of the **HTBC** on a Family - Individual Membership, or Alumni, Business or Community Membership. All appointed Chairpersons can be co-positions, each receiving a vote on the Board of Directors and are appointed to respective positions annually. The responsibilities of unfilled and or vacated Chair position reverts to President and the Executive Board.

6.3.1 **Concession Chair:** The Concession Chair (or Co-Concession Chair as the case may be) is an appointed position and is in charge of inventory, equipment, supplies and staffing of concession stand events in accordance with the approval of the Executive Board and within the parameters set by the annual budget. The Concession Chair will ensure facility key access, that all permits are current and that all volunteers are

Booster Club members. The Concession Chair will ensure that Concession events operate in compliance with County Health Department regulations and requirements, that necessary supplies are available, and all workers are trained. The Concession Chair may delegate any concession task to trained Booster Club members.

6.3.2 **Grants Chair:** The Grants Chair is an appointed position and is responsible for providing the Board of Directors and Membership with information regarding, receipt, review, presentation and recommendation of grant requests made to the HTBC Board of Directors. The Grants Chair shall recuse their position if a conflict of interest exists.

6.3.3 **Merchandise Chair:** The Merchandise Chair (or Co-Merchandise Chair as the case may be) is an appointed position and responsible for design, acquisition, pricing, inventory management, storage, and sale of merchandise and online stores in accordance with the approval of the Executive Board and within the parameters set by the annual budget. The Merchandise Chair may delegate any merchandise task to trained Booster Club members.

6.3.4 **Team and Club Chairpersons:** The Team and Club Chairpersons are appointed positions and responsible for explaining the role of the HTBC to Teams and Clubs. All significant ASB Teams and Club shall have a Team and Club chairperson. The Team and Club Chairpersons shall serve as a resource, collecting information from and distributing information to the assigned Teams and Clubs and the HTBC, connecting with Club advisors, coaches and parent representatives for Teams/Clubs.

6.3.5 **Webmaster:** The Webmaster is an appointed position and responsible for the creation and maintenance of the **HTBC** Website and social media sites. The Webmaster will provide Website assistance to all Executive Board, Board of Directors, and members as needed.

6.3.6 **<u>Concession Stands Chairperson</u>**: In charge of overseeing all concession events, inventory control, buying, and scheduling. Scheduling inspection and obtaining a license from the health department. Works to insure that all extracurricular clubs are offered the opportunity to co-participate with concessions during the year. Makes sure concessions are stocked and open for all events. Performs annual audit at the end of the school year.

6.3.7 **<u>Clothing Chairperson</u>**: In charge of buying, inventory, design and product conformity. To oversee the selling of HTBC clothing at the maximum number of school events as possible (i.e. Freshman Orientation, Sports Clearance Night, Open Houses, Extracurricular Games and Events).

6.3.8 **<u>Special Committee:</u>** Special committees are created for specific purpose and voted upon by the membership. The committee is automatically dissolved as soon as the purpose is accomplished and the committee report is made.

6.3.9 **Nominating Committee**: The Nominating Committee is appointed by the President at the regular meeting near the start of each year. The Nominating Committee assists the Executive Board by preparing a slate of recommended nominees for director positions that become vacant at the next annual meeting.

6.3.10 **Audit Committee:** At the end of the fiscal year, an audit of the **HTBC**'s financial records should be conducted. The audit should be performed by someone who is independent from day-to-day financial activities. Ideally, this audit should be performed be a group of three individuals; however, if the membership size does not allow, the audit may be performed by two individuals. The primary objective of the audit is to:

- Verify the accuracy of the Treasurer's financial reports;
- Ensure that the club's cash balances are accurate;
- Determine that established procedures for handling booster funds have been followed;
- Ensure that all revenue have been appropriately received and recorded.

The audit committee shall make a report to the general membership upon completion of the audit. Any discrepancies noted shall be brought to the attention of the President of the **HTBC** and a resolution reached prior to presentation. All officers of the organization shall make records available as requested by the committee.

ARTICLE VII
STANDING COMMITTEES

SECTION 7.1: Standing Committees - There shall be the following standing committees: Auditing, Membership, Nominating, and such other committees as the President and/or Directors of **HTBC** shall deem necessary.

SECTION 7.2: Audit Committee - The Auditing Committee shall consist of **2, max 3,** members, other than officers, who shall audit the books of the organization between the regular meetings in February and March.

SECTION 7.3: Membership Committee - The Membership Committee shall be responsible for conducting the annual membership drive beginning in August.

SECTION 7.4: Nominating Committee - The Nominating Committee shall meet and present a slate of officers and members-at-large.

ARTICLE VIII
EXECUTIVE BOARD

SECTION 8.1: General Powers - The affairs of **HTBC** shall be managed by its Executive Board.

SECTION 8.2: Executive Board - The Executive Board shall consist of the current officers of the **HTBC**, the immediate past President, and the immediate past Treasurer, and the Athletic Director, Assistant Principal and Principal. The members of the Executive Board shall serve until election and qualification of their successors.

SECTION 8.3: Term of Office - The term of office for Executive Board Members shall be one year with a term limit of office a maximum of two years or until their successors are installed. Members shall not be eligible to serve more than two years in the same position unless the position remains unfilled. Once a successor is found, the transfer of duty will occur by the subsequent board meeting.

SECTION 8.4: Duties - The Executive Board shall be responsible for ensuring the successful implementation of the annual goals. The duties of the Executive Board shall consist of, but not limited to, the following:

8.4.1 To transact necessary business in the intervals between regular meetings and such other business as may be referred to by the membership of the **HTBC** or these bylaws.

8.4.2 To create and establish Standing and Special Committees.

8.4.3 To present reports at the regular meetings of the activities of the Standing and Special Committees.

8.4.4 To prepare and submit a budget to the membership for approval.

8.4.5 To sign contracts, and in general, conduct the business and activities of the organization.

SECTION 8.5: Meetings - The Executive Board has the authority to meet and make decisions on behalf of **HTBC** in between General Membership Meetings and as is needed to conduct **HTBC** affairs. Executive Board Meeting Minutes, discussions, decisions and actions shall be recorded by the club secretary and kept in the secretary's notebook.

8.5.1 **Quorum:** A quorum will consist of a majority of members from the Executive Board.

8.5.2 **Action Without a Meeting, Executive Board:** Actions required or permitted to be taken at a meeting of the Executive Board may be taken electronically if all the members of the Executive Board consent in writing to take the action electronically and make a decision on a specified action. Decisions made electronically have the same powers as if made at an in-person meeting of the Executive Board. The action taken without a meeting shall be reported during the next in-person meeting of the Executive Board, Board of Directors, or General Membership and recorded in that meeting's minutes.

8.5.3 **Reimbursement Executive Board:** Executive Board members are volunteers and shall serve without compensation, with the exception that expenses incurred may be reimbursed with documentation in accordance with the HTBC's financial policies, and budget or prior approval by the Executive Board.

ARTICLE IX
PARLIAMENTARY AUTHORITY & ELECTIONS

SECTION 9.1: <u>Quorum</u> - The members present at any general membership meeting of the organization, provided at least three (3) members are present in the initial year of HTBC, shall constitute a quorum for the transaction of business. In the event that a quorum is not available, any matter of business brought before the general membership at a general membership meeting can be discussed and decided by a majority vote of the Executive Board.

SECTION 9.2: <u>Elections</u> - Election of officers shall take place annually at a meeting of the general membership, during the month of **April**. The Nominating Committee shall present a slate of candidates for each office no later than **March** of each year. Nominations from the floor shall be accepted. The Nominating Committee shall tabulate the votes and present the results to the general membership.

SECTION 9.3: <u>Nominating Procedures</u> - A nominating committee will create a slate of officers for the next year, which are to be approved by the Executive Board and composed of at least one Executive Board member and at least one additional **HTBC** member. The nominating committee shall begin seeking nominees in **January** of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership at least 10 days prior to the election meeting.
Additional nominees (that meet the Bylaw requirements) may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. If there are nominations from the floor, the vote must be by written ballot.

SECTION 9.4: <u>Officer Placement</u> - Officers are to be elected at the regular **April** meeting. They shall take office at the regular **May** meeting.

SECTION 9.5: <u>Majority Vote</u> - A majority vote of the member's present shall constitute an election.

SECTION 9.6: <u>Vacancies</u> - A vacancy occurs if an officer or committee chair resigns or misses 3 consecutive meetings without being excused by the President. The Executive Board must vote to remove the officer or committee chair from the position prior to appointing someone to fill the position. The Executive Board may vote to appoint someone to fill the position until the next election of officers. If the Executive Board is unable to fill an elected position, an officer may remain in office even if they have exceeded their term(s) of service as long as the Executive Board is actively seeking a replacement and the officer continues to have a child enrolled at **Hunt** Middle School. The Executive Board must vote at each meeting to approve the expired officer's term for the next month, or until the position is filled. Responsibilities of the vacated position fall to the President and then Executive Board until the vacated position is filled.

SECTION 9.7: <u>Removal from Elected Office or Appointed Chair</u> - The Executive Board may vote to remove from office those elected or appointed Board members who have missed 3 consecutive meetings without being excused by the President or for failure to carry out the duties of office. If an officer is removed s/he is to cooperate fully with the committee in transferring of their duties, powers, activities, and information.

SECTION 9.8: <u>Resignation from Office</u> - Any officer may resign at any time by giving written notice to the corporation's Executive Board. Any resignation shall take effect at the date of receipt of notice or as specified within notice. Acceptance of resignation shall not be necessary to make resignation effective.

SECTION 9.9: <u>Conflict of Interest</u> - The Executive Board should avoid even the appearance of impropriety in their position as a Director and in their dealings with the organization. Directors may not realize any form of fee, commission, or other financial gain from a decision of the Board and shall abstain from voting on the matter.

SECTION 9.10: <u>Reporting of Illegal or Inappropriate Conduct or Actions</u> – HTBC requires its directors, officers, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. This policy is intended to encourage **HTBC's** directors, officers, students and parents to report suspected ethics violations or violations of law so that **HTBC** can address and correct inappropriate or illegal conduct and actions.

No person who in good faith reports a suspected violation shall suffer retaliation as a consequence; provided that the person must be acting in good faith and have reasonable grounds for believing the information in the complaint is true.

A complainant may report a suspected violation to the President, or if not comfortable reporting to the President, to the Vice-President or any member of the Board. Reports may be submitted on a confidential basis or may be submitted anonymously. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The President will notify the sender and acknowledge receipt of a report within five business days. The Board is responsible for promptly investigating and resolving all reported complaints. Appropriate corrective action will be taken if warranted by the investigation.

ARTICLE X
MEETINGS

SECTION 10.1: <u>General Meetings</u> - Meetings of the general membership will be held on a monthly basis during the academic year, at a mutually agreed upon time. Meeting frequency, day and times may be changed by a vote of the general membership. The General Membership meetings are open to prospective members and to any member in good standing.

SECTION 10.2: Special Meetings - Special meetings may be called by the President. Notice of the date, time, place and business to be transacted shall be given by the Secretary to the members at least five (5) days in advance. Only that business for which notice has been given shall be transacted.

SECTION 10.3: Meeting Format - Meetings may be held remotely via video conference or phone in the event an in-person meeting cannot be held.

SECTION 10.4: Meeting Minutes - Minutes of meetings will be recorded for all meetings; general, executive, and special, and shall be recorded by the Secretary and documented in the meeting minutes registry.

SECTION 10.5: Voting - At all meetings, each member shall be entitled to one vote on each issue related to the Event. To be eligible for voting on officers, by-laws, or other matters of the Board, the member must be in good standing with the committee.

SECTION 10.6: Acceptable Voting Formats - Voting shall be held in the form of either written ballot, electronic proxy or voting by roll call.

10.6.1 **Email Notification:** Whenever the Board, the Nominating Committee or the Corporation is required by these Bylaws to distribute a ballot, notification or other document, instrument or communication to the membership or notify the membership of any matter or action, such distribution or notification may be by email addressed to that member at the most recent email listed for that member in the Corporation's membership records.

10.6.2 Whenever a communication, including a completed ballot, is to be sent or conveyed by a member to the Corporation pursuant to these Bylaws, such communication may be made either by US Mail or at the option of the member by email or other electronic means established and authorized by the Board for such purpose, provided that the Corporation has notified the member (by email, in accordance with Section 10.6.1) of the email address or other means so established for such purpose.

10.6.3 In the case of any communication by members to the Corporation that, under these Bylaws, constitutes a vote by the membership, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting. Furthermore, in the case of any communication by members to the Corporation that, under these Bylaws is to be by secret ballot, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means affords members either the ability to submit such ballots anonymously or the ability to submit them to a third party designated and deemed trustworthy by the Board, which third party will tabulate the results and report them to the Board Secretary (without disclosing the votes of individual members).

SECTION 10.7: Good Standing - Good Standing with **HTBC** as defined in section 5.3 shall be enforced unless an exception is granted by the Board.

SECTION 10.8: <u>Quorum</u> - A majority of the members present shall constitute a quorum, provided there are two elected Board members present.

ARTICLE XI
FINANCES

SECTION 11.1: <u>Financial Procedures & Controls</u> - The fiscal year of the **HTBC** shall be from **January 1 to Dec 31** but may change by resolution of the Executive Board. The **HTBC** shall adopt appropriate financial controls to ensure the integrity of its funds. The board shall prepare and membership will approve an annual budget. The Treasurer shall reconcile bank accounts monthly and prepare and publish a monthly financial statement for membership review. Audits, check signers, reimbursement of expenses, cash handling procedures will be established by the Executive Board as outlined in the Financial Policies, Appendix A.

SECTION 11.2: <u>Income</u> - Primary source of income for **HTBC** comes from **fundraising, membership fees, entry fees, admissions, program sales, concessions, ads in the program, event sponsors, and charitable donations.** Other sources of income can be determined by member voting process. All funds of **HTBC** shall be deposited in an account designated for this purpose.

SECTION 11.3: <u>Charitable Donations</u> - HTBC solicits and accepts gifts that will help the organization further and fulfill its mission. **HTBC** urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. At the present time **HTBC** only accepts donations of cash gifts in any form, including check, money order, or credit card. **HTBC** will not accept gifts that: (a) would result in **HTBC** violating its corporate charter; (b) would result in **HTBC** losing its non-profit corporation status or future IRS Section 501(c)(3) tax-exempt organization; (c) would result in any unacceptable consequences for **HTBC**; or (d) are for purposes outside **HTBC's** mission. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Executive Board.

SECTION 11.4: <u>Disbursements</u> - Disbursements shall be by check and shall bear two signatures. All expenditures shall be adequately documented and available for review by the Executive Board or the general membership and public. **HTBC** budgeted expense items that do not exceed the budgeted amount do not require Executive Board approval.

SECTION 11.5: <u>Expenditures</u> - The President is granted the authority to approve discretionary expenditures and budgeted expense item overages of $250 or less. Discretionary disbursements and budgeted expense items over $250 shall have the approval of the Executive Board. These expenditures may include but are not limited to items such as uniforms, uniform maintenance, supplies, equipment, transportation costs, clinics that benefit the entire team/program, etc.

SECTION 11.6: <u>Donations and Grants to Other Organizations</u> - Although **HTBC** does not typically engage in the making of donations or grants to other organizations, when it does so, it will not knowingly engage in the funding of terrorism. It is the policy of **HTBC**: (a) to comply with Executive Order 13224; (b) comply with the USA Patriot Act; (c) not to provide material support or resources knowing or intending that they are to be used in terrorist acts or by a Foreign Terrorist Organization ("FTO"); (d) not to willfully provide or collect funds with the intention that such funds be used to carry out acts of terrorism; and (e) not to conceal the source of funds used to carry out terrorism or to support FTOs. **HTBC** will use its best efforts to confirm that none of its directors or officers appears or has appeared on any local or internationally recognized anti-terror, anti-money laundering, anti-bribery or other 'watch lists' including, but not limited to, the U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC), EU Consolidated List and OSFI Consolidated List. Should any director or officer appear on any such list, the matter will be referred to the Executive Board for appropriate action.

SECTION 11.7: <u>Non-profit Status</u> - The organization is irrevocably dedicated to, and operated exclusively for non-profit purposes and no part of the income or assets of the organization shall be distributed to or inure to the benefit of any member; provided that the organization may pay for expenses for actual costs incurred.

SECTION 11.8: <u>Budget</u> - The Executive Board shall prepare an annual budget for approval by the general membership at the first meeting. Modification to the budget shall be made by the Executive Board, as deemed necessary.

SECTION 11.9: <u>Audit</u> - The Executive Board shall be responsible for approval of selection of an independent auditor to conduct periodic audits or reviews of the **HTBC's** accounts as needed. The Executive Board will establish an Audit Committee to conduct yearly internal reviews of the books by **March 1** and determine if an independent audit is needed.

SECTION 11.10: Funding Requests - Request to **HTBC** for funding or other assistance should be submitted in writing (email will also suffice) to the President or other member of the Board and contain specifically what, or who, the request is for the requested amount. Routine requests should be forwarded to arrive no later than 30 days prior. In emergency or short notice situations, the extracurricular program coach/director can call/email the President (or include whole board). Officers may submit a request on behalf of a purchase based on their assessment of need determined by the Board. Requests "after the fact" should be avoided whenever possible. The Executive Board will take action on routine requests. The Board will insure that maximum benefit is achieved for dollars expended. The President will forward the final decision to the originator.

SECTION 11.11: Prudent Reserve - In the best interest of the success of the **HTBC**, the Executive Board is to do their due diligence in maintaining a prudent reserve of at least one half the previous year's expenses.

SECTION 11.12: Discretionary Funds - Discretionary funds are the available funds less the prudent reserve. These amounts are to be reported at each meeting of the committee and available upon request.

SECTION 11.13: Fundraising Activities - All fundraising activities require the approval of the Executive Board. Clubs are allowed to perform fundraising activities if at least 50% of their families are HTBC Members.

ARTICLE XII
MISCELLANEOUS

SECTION 12.1: Parliamentary Procedure - The rules of procedure at all meetings shall be by the latest revised edition of Roberts Rules of Order.

SECTION 12.2: Books and Records - HTBC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board, and committees having any of the authority of the booster club, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of **HTBC** may be inspected by any member in good standing, or his or her agent or attorney for any proper purpose at any reasonable time.

SECTION 12.3: Standing Rules - The Executive Board is authorized to create Standing Rules to be voted and approved by the General Membership annually to establish operating rules and guidelines for the operation of the **HTBC**.

SECTION 12.4: Conflict of Interest - Existence of Conflict, Disclosure: Directors, officers, members, contractors of the **HTBC** should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the **HTBC**. A conflict of interest may exist when the direct, personal, financial, or other interests of any director, officer, member, or contractor competes or appears to compete with the interests of the **HTBC.** If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for the resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

12.4.1 **Nonparticipation in Vote:** The person having the conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

12.4.2 **Minutes of the Meeting**: The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

12.4.3 **Annual Review:** A copy of the conflict of interest statement shall be furnished to each director or officer, and/or contractor who is presently serving the **HTBC**, or who hereafter becomes associated with the members and contractors, and the new officers and directors, committee members and contractors shall be advised of the policy upon undertaking the duties of their offices.

SECTION 12.5: <u>Indemnification</u> - Every member of the Executive Board, Board of Directors, officer or members of the **HTBC** may be indemnified by the **HTBC** against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or members in connection with any threatened, pending or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or member of **HTBC**, or any settlement thereof, unless adjudged therein to be liable for gross negligence or intentional misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the **HTBC**. The foregoing right of the indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or member is entitled.

ARTICLE XIII
DISSOLUTION

SECTION 13.1: <u>Dissolution</u> - In the event that there are not sufficient numbers of individuals to assume executive positions for the **HTBC**, an emergency meeting of the Board shall be called to order to determine the future of **HTBC** and to consider dissolution or continuing in order to manage the remaining funds.

At such time as **HTBC** is dissolved by a two-thirds vote of the Board and two-thirds vote by the general membership of the members present, funds will be disseminated as follows: 1) all outstanding debts shall be paid in full immediately, and 2) remaining assets and equipment shall be distributed to an appropriate tax exempt organization with priority given to those affiliated with purposes similar to those for which **HTBC** was created.

ARTICLE XIV
AMENDMENTS

These by-laws may be amended at any meeting of the general membership by a two-thirds vote of the members present. The proposed amendment(s) shall be provided in writing thirty days prior to the general membership vote. Upon acceptance all amendments shall be attached to this document for recording of historical change and effect.

ADOPTED

IN WITNESS WHEREOF, we have hereunto set our hands this day and year shown below.

Date Adopted: 10/12/23

Director:

Director: ____

Director: ____

BYLAWS APPENDIX A

FINANCIAL PROCEDURES AND CONTROLS

The Hunt Thunder Booster Club (the "HTBC") shall adopt appropriate financial controls to ensure the integrity of its funds. The fiscal year of the HTBC shall be from **January 1 to December 31** but may change by resolution of the Board of Directors.

1. **BASIS OF ACCOUNTING:** The **HTBC** uses the cash basis of accounting. The cash basis is the method of accounting whereby revenue is recorded when cash is received and expenses are recorded as checks are written or cash is paid.

2. **ENTRIES:** All entries shall be recorded by the Treasurer when cash is received by the bank and paid by the Treasurer, respectively, and reported in the monthly financial statement. Approvals for all debits shall be documented using the Request for Payment/Expense Reimbursement form. Credits shall be evidenced by a Counting of Funds form. Forms will become part of the financial records and kept by the Treasurer.

3. **BANK RECONCILIATION:** The Treasurer shall prepare bank reconciliations within 15 days of the end of each month. Copies of the account reconciliations shall be provided to the Executive Board monthly.

4. **RECORD KEEPING**: The Treasurer shall maintain copies of all Request for Payment/Expense Reimbursement and Counting of Funds forms as a part of the **HTBC's** financial records. All documents shall be retained for a period of not less than seven years. All financial records shall be destroyed using secured destruction processes or services.

5. **INTERNAL CONTROLS:** The HTBC employs several safeguards to ensure that financial transactions are properly authorized, appropriated, executed and recorded. Internal controls are a set of policies and procedures to prevent deliberate or misguided use of funds for unauthorized purposes. Current controls include:

    5.1. **ANNUAL BUDGETS:** The Executive Board shall present a budget to the membership at the first regular General Membership meeting after the officers have been elected. This budget will serve as a budget of anticipated revenue and expenses for the school year. This budget shall be used to guide the activities of the **HTBC** General Fund during the year, including serving as approval for the anticipated General Fund expenditures.

    5.2. **BUDGET DEVIATIONS:** Extra budgetary fund allocations up to $500 may be approved by the Executive Board. Extra budgetary fund allocations greater than $500 must be approved at a General Membership meeting. The Executive Board has the power to reallocate funds as deemed necessary in an amount not to exceed $1,000, with any such fund reallocation presented to the membership as soon as possible for review.

    5.3. **SEGREGATION OF DUTIES:** The **HTBC**'s financial duties are distributed among multiple people to help ensure protection from fraud and error. The distribution of duties aims for maximum protection of the **HTBC**'s assets while also considering efficiency of operations. Segregation of duties includes:

5.3.1. Check stock is maintained with the Treasurer in a secure location.

5.3.2. All expenses must be approved by the appropriate individual(s).

5.3.3. Checks over $500 require two signatures, of which one signature must be a check signor whom is not the Treasurer. In the event a physical 2nd signature cannot be obtained email approval can be used to approve the check.

5.3.4. All check signers must be members and serve on the Executive Board.

5.3.5. Checks cannot be signed by same person to whom the check is written.

5.3.6. A separate copy of the bank statement will be mailed directly to an Officer whom is not an approved check signor.

5.3.7. No checks can be signed exclusively by an Executive Board member/check signor for teams or clubs in which their children are participating. At least one of the signers needs to be an Executive Board member/check signor who is not involved with the club or team.

5.3.8. No checks will be issued without all of the supporting documentation submitted correctly to the treasurer.

5.4. **PHYSICAL SECURITY**: All check stock is maintained by the Treasurer in a secure location. The Treasurer prepares all reconciliations of bank accounts to ensure funds are received and disbursed in accordance with **HTBC** guidelines.

FINANCIAL PLANNING:

1. **BUDGETING PROCESS:** The **HTBC**'s annual budget is prepared and approved annually by a vote of the general membership. The budget will be prepared by a budget committee appointed by the President consisting of the Treasurer, committee chairs and at least one other member.

   The budget shall be presented to the Executive Board prior to the end of the fiscal year for approval. The budget approved by the Executive Board prior to the start of each fiscal year will serve as the interim operating budget until voted on by the general membership at the first general membership meeting of the year.

2. **INTERNAL FINANCIAL REPORTS**: The Treasurer of the **HTBC** will prepare the following on a monthly basis:

   2.1. Treasurer's Report

2.2. Bank reconciliation for all Club/Sport accounts

2.3. Suspense report

The Executive Board will review financial reports each month. The Treasurer will explain variances and seek documentation for suspended items. Treasurer shall also provide a printed version of the financial reports to the **HTBC**'s Secretary monthly.

3. **REVIEW**: A review of the financial records held by the Treasurer will be performed after the end of the fiscal year or at any time requested by the general membership. The Board may require a review of financial records when bank signers are added or changed.

   The review done after the end of each fiscal year shall be an annual review and shall be conducted by the Audit Committee, consisting of two or more board or voting members of the **HTBC** who are not involved in the routine handling of the Club's finances, including not having the signature authority of the bank accounts or approval authority over disbursements. The results of the review shall be documented in a format acceptable to the Board. The Secretary and Treasurer shall maintain copies of the audit report with the Club's annual documents and provide members with a copy of the report upon request.

   The Executive Board reserves the right to hire an external CPA firm to perform an external audit of the Club financials if deemed necessary or to comply with regulatory or statutory requirements. The Treasurer and President shall serve as the liaison to the audit firm.

4. **TAX COMPLIANCE:** The Treasurer shall be responsible for the Form 990 annually and ensuring the return is filed prior to its due date. Prior to filing the return, a copy shall be made available to the Executive Board for review and comment. A copy of the Form 990 shall be made available to the General membership. The Treasurer is authorized to hire an external CPA firm to complete the Form 990 should they need assistance.

   4.1. For any payments made to service providers, the Treasurer shall ensure the **HTBC** has a Form W-9 on file prior to the payment being made. For all payments made to one service provider that exceed $600 (or the applicable IRS limit) in a calendar year, the Treasurer shall ensure Forms 1099 are filed as required by law.

   4.2. All tax forms shall be retained for a period of not less than seven years.

PROCEDURES FOR CASH RECEIPTS AND DISBURSEMENTS

1. **RECEIPTS**: Receipts of cash and checks are derived from various sources. These include concessions, fundraisers and merchandise sales. All deposits should be evidenced by at Counting of Funds form, with the required information, including signature of those verifying deposit.

1.1. Deposits over $500 shall be made to the designated **HTBC** bank account on the same day the funds are collected but not to exceed 24 hours from collection.

1.2. Deposits under $500 may be placed in a secure safe and made to the designated **HTBC** bank account within 7 days of collection.

2. **DISBURSEMENTS**: Expenses are paid once a Request for Payment/Expense Reimbursement is complete with all required information. Only authorized expenses will be paid. All invoices must be approved by at least two members associated/affiliated with the Club/Sport requesting the reimbursement and acknowledged by the team coach or ASB club advisor for which the expense was incurred. Request for gifts to district staff and volunteer coaches may not exceed $500 per person. Approved reimbursement request invoices will be paid within 30 days of receipt. The Treasurer will keep copies of all reimbursement requests on file.

3. **CASH BOXES**: A cash box is money requested by and distributed to a member for the purpose of making change at an event or fundraiser using a Reimbursement Request form, state purpose as "CASH BOX". Cash box requests must be made by a member and students may not possess, supervise, handle, count or distribute funds from cash boxes. Members shall complete a reimbursement request form and shall receive a check written to the member's name. The member is responsible for cashing the check and seeing that funds are re-deposited at the end of the event or season.

4. **TRAVEL EXPENSES:** Travel and travel related expenses, including accommodations, airfare or car rental is not a directly reimbursable expense.

5. **LOANS:** No loan shall be made by or to the HTBC for any purpose.