

APPENDIX B: BYLAWS

BTW SWIM BOOSTER CLUB

Article I

Name and Purpose

Section 1.01. Name. The name of this organization shall be BTW Swim Booster Club, Inc.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purpose to support the Booker T. Washington (BTW) High School Swim Team.

Article II

Membership

Section 2.01. Qualification. All parents, guardians or other persons with a BTW student on the BTW High School swim team will be eligible members of the organization. The Principal, Assistant Principals, Swim Team Coaches/Sponsors and interested teachers shall be non-voting, advisory members of the organization. Membership in this organization shall be open, without discrimination, to anyone who believes in and supports the purpose of the BTW Swim Booster Club.

Section 2.02 Rights and responsibilities. Member families that pay annual dues, in the amount determined by the Board of Directors and stated in the annual budget, will be voting members and have one vote per family. Dues will be paid to this organization at the beginning of the school year. All members may attend meetings and events sponsored by the organization, but only voting members will be eligible to serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the Officers, review and approve the annual budget, and approve amendments to these bylaws.

Section 2.03. Quorum. There must be 7 voting members present to constitute a quorum to transact business at a general meeting.

Section 2.04. Meetings. There shall be at least two general annual meetings of the membership. One meeting will occur at the beginning of the school year to present the annual budget for approval, and the second meeting will be held in the spring at which the Officers are elected. Additional business meetings or special meetings may be held alone or in conjunction with an event sponsored by the organization, as determined by the Officers. A meeting may also be called at the request of 15 or more voting members.

Article III

Officers and their Election

Section 3.01. Officers . The Officers shall consist of the elected officers of the organization including the President, Vice President(s), Secretary, and Treasurer. Officers are voting members of the organization. These Officers and appointed committee chairs will carry out the mission of this organization.

Section 3.08 Elections. A nominating committee composed at least three members shall begin seeking nominees no later than February 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 two weeks before the elections. Additional nominees 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.

Officers shall be elected at a meeting in the spring by the voting members present. Officers shall assume their official duties on the last day of June following their election. [revision 5/8/18]

Section 4.04. Term. Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office.

Section 4.05. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining Officers.

Article IV Duties of Officers

Section 5.01. President The President shall be the principal executive Officer of the organization and, subject to the control of the Officers, shall in general supervise and control all of the activities of the organization. The President shall be an Officer and, when present, shall preside at all meetings of the Officers, Board Meetings, and all meetings of the membership. The President shall be a voting member. The President, in collaboration with the Board of Directors, 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.

Section 5.02. Vice-President(s). The Vice-President shall be an Officer and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President, Officers, or Board of Directors.

Section 5.03. Secretary. The Secretary shall be an Officer. The Secretary shall keep the minutes of the proceedings of the membership and the Board of Directors, shall see that all notices are duly given in accordance with these Bylaws, shall work with the treasurer to manage and keep an accurate tally of membership and voting member records. The Secretary shall perform such other duties as are assigned by the President, Officers, or Board of Directors.

Section 5.04. Treasurer. The Treasurer shall be an Officer. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Meeting of the membership and at other times as requested by the Officers or Board of Directors. The Treasurer shall file appropriate 990-N; 990-EZ, or 990 Federal Tax Return on an annual basis at fiscal year-end. The Treasurer shall perform such other duties as are assigned by the President, Officers or Board of Directors.

Article V Board of Directors and Committees

Section 5.01. Board of Directors. The Board of Directors, consists of elected Officers and the Chairs of Committees as created by the Officers, shall manage the affairs of the organization. Standing committees can include Communication, Spirit Wear, Team Swim Gear, Fundraising, Banquet, and others as defined by the Officers.

Section 5.02. Responsibilities. The Board of Directors shall carry out business as requested by the voting membership and Officers. The Board will provide required information regarding the work plans for their committees and provide updates at meetings.

Section 5.03 Authority. The affairs, activities and operation of the organization shall be managed by the Officers. The Officers shall transact necessary business during the intervals between the meetings of the membership. The Officers may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare

and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 5.04. Term. The term for the Board of Directors expires at the end of the fiscal year. When individuals cease to hold the board position, they shall be relieved of duties and responsibilities of the Board. They should turn over all records, books and materials pertaining to the position to their replacement and/or the incoming President.

Section 5.03. Meetings. The Board of Directors shall meet at least two times to prepare for general membership meetings and to conduct the affairs of the organization.

Section 5.04. Quorum. A quorum to conduct business will be three board members, one of which will be an Officer.

Section 5.05. Action without a Meeting. The Officers can authorize a vote by e-mail or conference call. The Secretary or person tallying votes must send an acknowledgement of vote received to all involved. The results of the vote will be placed in the minutes of the next meeting.

Section 5.06. Reimbursement. Officers shall serve without compensation with the exception that expenses incurred in conducting the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article VI Finances

Section 6.01. Budget. At the first general membership meeting of the school year, the Officers shall present a budget of anticipated revenue and expenses for the year to the voting membership for approval. Once approved, this budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any deviation over 10% of the total budget must be approved in advance by the Board of Directors.

Section 6.02. Obligations. The Officers may authorize any Board Member to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its Officers, Directors, or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or the President.

Section 6.05. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies, or other depositories as selected by the Officers. The Treasurer shall make such disbursements as authorized by the Officers in accordance with the approved budget. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 6.06. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all expenses must be approved by the voting membership by way of approval of an annual budget, or amendments thereto, or be approved by the Board of Directors
- (b) A board member, who is designated by the Board of Directors, shall perform monthly bank reconciliation with the financial report provided by the Treasurer and the on-line bank statement.
- (c) the above mentioned board member (b), along with the President shall have access to any web-based accounting software used by the organization and/or be given detailed financial transaction reports monthly or as requested
- (d) A committee of at least two (2) persons without check signing authority shall annually review all

finances or the Officers may determine to hire and supervise an outside accountant or auditing firm to conduct a review of financial records.

Section 6.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial controls. The Officers shall have the final report and the finances reviewed annually.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Officers. [revised 5/8/18]

Section 6.09. Record retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

| RECORD | HOW TO STORE | PERIOD OF TIME |
|--|---|--|
| Year end Treasurer's financial report/statement | Store in the corporate record book. | <u>Permanent</u> |
| Treasurer's reports, periodic | Compile & file records on yearly basis. | <u>Seven Years</u> from the date that the annual IRS report was due or filed, whichever is later, that the financial records relate to. |
| Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents | Compile & file records on a yearly basis. | <u>Seven Years</u> from the date that the annual IRS report was due or filed, whichever is later, that the financial records relate to. |

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.01. Existence of Conflict, Disclosure. Officers, Directors, employees, and contractors of the organization 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 organization. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member, or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises, the interested person shall call it to the attention of the Officers for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a 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 of Directors is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of 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.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each Officer and Board Member, employee, and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of Officers, board members,

staff members, and contractors, and new Officers, directors, staff members, and contractors shall be advised of the policy upon undertaking the duties of their offices.

**ARTICLE VIII
INDEMNIFICATION**

Every Officer and Board of Directors' member of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board 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 of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or 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 corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board is entitled.

**ARTICLE IX
AMENDMENTS**

These bylaws may be amended at any regular or special meeting of the membership by a majority of the voting members present, provided that at least two weeks' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.