

# **Bylaws of the Prosper Track & Field Booster Club**

*(A Non-Profit Corporation)*

## **Article I Name and Location**

**1.1** The name of the organization shall be **Prosper Track & Field Booster Club**.

**1.2** All club meetings may be held at such places within the Prosper Independent School District (PISD) as designated by school administration and club officers.

## **Article II Purpose and Structure**

**2.01 Purpose:** This organization is organized and operated for the charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the organization include raising funds and purchasing personal property and services to be used by students and faculty of **Prosper Track & Field Booster Club**, providing volunteers for educational and extracurricular activities, engaging in other charitable, civic, or educational activities that will contribute to the public education of the community; and exercising other powers conferred by the laws of Texas on nonprofit corporations. This Booster Club shall be self-governing, self-supporting, non-commercial, nonsectarian, nonprofit and nonpartisan, and shall seek neither to direct the administrative activities of the Prosper Independent School District nor to control its policies.

No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that reasonable compensation may be paid for services rendered to or for the organization affecting one or more of its purposes. No member, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Booster Club. No substantial part of the activities of the Booster Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Booster Club shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office.

The Booster Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and Regulations as they now exist or as they may be amended.

The Booster Club shall observe the following regulations: Prosper Independent School District Booster Club Guidelines, University Interscholastic League Booster Club Guidelines and all local, state, and federal laws which apply to nonprofit organizations.

Upon dissolution of this organization, assets shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

The Booster Club is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

## **Article III Membership**

**3.1 Membership:** Membership in this organization is open to any person who is a parent/guardian of a child or children who participate in **Prosper Track & Field**. Memberships shall be granted at a cost of \$55 annually for one athlete, and at a cost of \$25 per additional athlete in the same family.

**3.2 Rights and Responsibilities:** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, 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.

**3.3 Quorum:** The members present at any membership meeting of the organization, provided at least 3 members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members may not take action. In that event, any matter brought before the membership, at the meeting at which a quorum is not present, shall be discussed and decided by the Executive Board.

**3.4 Meetings:** There shall be at least one general annual meeting of the membership in **March** at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty {20} or more members in writing to the Executive Board.

#### **Article IV Executive Board**

**4.1 Qualification:** The Executive Board shall consist of the elected officers of the organization. Any member in good standing is eligible to serve on the Executive Board. References required at the discretion of current board members.

**4.2 Authority:** The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It 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.

**4.3 Compensation:** No officer shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

**4.4 Officers:** Officers shall be elected at the last general business meeting at the end of each season and will take office immediately. The Nominating Committee will name a slate of officers and the floor will also be open for nominations. The officers will be elected by simple majority of the membership present. Vacancies of offices of unexpired terms shall be filled by appointment by a majority of the remaining officers. The officers and their respective duties are as follows:

**a. The President shall:**

- Regularly meet with the designated district representative(s) regarding booster activities;
- Preside at all meetings of the organization;
- Resolve problems in the membership;
- Regularly meet with the treasurer of the organization to review the organization's financial position;
- Schedule annual audit of records or request an audit if the need should arise during the year;
- Perform any other specific duties as outlined in the bylaws of the organization.

**b. The Vice President shall:**

- Preside at meetings in the absence or inability of the president to serve;
- Perform administrative functions delegated by the president;
- Perform other specific duties as outlined in the bylaws of the organization.

**c. The Secretary shall:**

- Report on any recommendations made by the Executive Board of the booster organization if such a governing board is defined by the bylaws;
- Record, create, and maintain the records of the minutes, approved bylaws and any standing committee rules, current membership, and committee listing;
- Record all business transacted at each meeting of the association as well as any executive board meetings in a prescribed format;
- Maintain records of attendance of each officer;

- Conduct and report on all correspondence on behalf of the organization;
- Other specific duties as outlined in the bylaws of the organization.

**d. The Treasurer shall:**

- Serve as chairperson of the Budget and Finance Committee;
- Issue a receipt for all monies received and deposit said amounts on at least a weekly basis (daily if receipts on hand exceed \$250.00);
- Present a current financial report to the executive committee and general membership within thirty (30) days of the previous month end;
- File a financial report with the office of the Director of Athletics by May 1st each year
- Maintain an accurate and detailed account of all monies received and disbursed;
- Reconcile all bank statements as received and resolve any discrepancies with the bank immediately;
- File sales tax reports as required by the comptroller's office (monthly, quarterly, or annually);
- File annual IRS form 990 in a timely manner;
- Submit records to audit committee appointed by the organization upon request or at the end of the fiscal year;
- Other specific duties as outlined in the bylaws of the organization.

**4.5 Term:** Each elected officer shall serve a term of one (1) year or until a successor has been duly elected or appointed. Officers may be elected for up to two consecutive terms in the same office. No one may hold dual offices.

**4.6 Meetings:** The Executive Board shall provide for by resolution the time and place for the holding of at least one annual meeting of the Board, and of the additional regular meetings of the Board, without other notice than such resolution.

**4.7 Notice:** Notice of any special meeting of the Executive Board shall be given at least two days previously thereto by oral or written notice delivered personally or sent by mail or facsimile to each Director at his or her business address. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver or notice of such meeting.

**4.8 Quorum:** A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Board members is present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

**4.9 Voting:** Each qualified family unit, as described in Article Three, Section 1 of these Bylaws, shall have the right to cast one vote at any matter at any particular meeting. The decision of a majority of the voting members present at a meeting at which a quorum is established will be binding on the organization, unless provisions of these Bylaws require greater vote.

**4.10 Proxy:** No voting by proxy will be allowed.

**Article V Standing Committees**

**5.1 Nominating Committee:** Meet to receive nominations for the elected offices of the organization and to prepare a slate of nominees and a ballot for the election of officers. The committee shall be made up of the President, the school sponsor (coach) and one at-large person appointed by the President.

**5.2 Banquet Committee:** Responsible for organizing and coordinating the planning and implementation of all activities associated with the annual awards banquet. The Vice President shall chair the committee and name its members as needed.

**5.3 Fundraising Committee:** Responsible for developing and managing fundraising projects. The President will chair the committee and name its members as needed.

**5.4 Membership Committee:** Distribute membership information and coordinate membership drive. The Vice President shall chair the committee and name its members as needed.

**5.5 Scholarship Committee:** Responsible for coordinating the scholarship application and selection process. The Treasurer shall chair the committee and name its members as needed.

#### **Article VI General Provisions/Finances**

**6.1 Operating Funds.** Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings.

**6.2 Fiscal Responsibility.** All Board members having fiscal responsibility shall be bonded.

**6.3 Annual Statement.** The Executive Board shall present at each annual meeting, or when called by vote of the members at any meeting, a full and clear statement of the condition of the organization.

**6.4 Group Exemption.** This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist.

**6.5 Budget:** The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

**6.6 Obligations:** The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

**6.7 Loans:** No loans shall be made by the organization to its officers or members.

**6.8 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 the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

**6.9 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 membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;

(b) All checks, drafts, or other orders for the payment of money on behalf of the organization shall require two signatures and be signed by the Treasurer and by any other person as authorized in writing by the Executive Board. Checks shall bear notice of this requirement above the signature line as follows, "*Two signatures required.*"

(c) An officer or other person without check signing authority designated by the Board shall review all bank statements; and,

(d) A committee of at least two (2) persons without check signing authority shall annually audit all corporate finances or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

**6.10 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 policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100- 200,000 in receipts, an external professional, such as a Certified Public Accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

**6.11 Fiscal Year:** The fiscal year of the organization shall be from January 1st – December 31st but may be changed by resolution of the Executive Board.

**6.12 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:

<b>RECORD</b>	<b>HOW TO STORE</b>	<b>PERIOD OF TIME</b>
Year-end Treasurer's financial report/statement	Store in corporate record book.	<b>Permanent</b>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<b>Three Years.</b> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<b>Seven Years.</b> Store w/financial records. Destroy after seven years.

## **Article VII Conflicts of Interest**

**7.1 Existence of Conflict, Disclosure:** Directors, officers, employees and contractors of Corporation 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 Corporation. 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 Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board 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 Executive Board, excluding the person who is the subject of the possible conflict.

**7.2 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 is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**7.3 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.

**7.4 Annual Review:** A copy of this conflict of interest statement shall be furnished to each director or officer, 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 directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

## **Article VIII Indemnification**

Every member of the Executive Board, officer or employee 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, officer or employee 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 employee 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, officer or employee is entitled.

## **Article IX Amendments**

**9.1 Amendments to Bylaws.** These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Executive Board, provided that such alterations, amendments, or proposed substitute bylaws have been read or distributed to all Board members present at the previous regular meeting or such action may be made at a special meeting held at least ten (10) days after the regular meeting at which the reading or distribution was made.

**9.2 Amendments to the Articles of Incorporation.** The Executive Board shall adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by a majority of the Executive Board, shall be again submitted for a vote at the next regular meeting of the Executive Board.