



Felton Grove High School

Athletic Booster Club (FGHS ABC)

Bylaws

(Sept 2026)

ARTICLE I

NAME

The name of this organization shall be the Felton Grove High School Athletic Booster Club or FGHS ABC. Throughout this document, this organization shall be called the FGHS ABC.

ARTICLE II

MISSION AND VISION

Section 1: Mission

The Felton Grove High School Athletic Booster Club (FGHS ABC) was formed to support FGHS student-athletes, coaches, and the athletic department. Our mission is to rally families, fans, and local businesses to champion the student-athletes who compete in one (or more) of our teams - fueling their dreams with pride, spirit, sportsmanship, and support. Through fundraising, volunteering, and celebrating every victory, we're here to make sure every team, every player, and every game shines, and that their needs and those of the athletic department are met. Together, we rise, we cheer, and we win - on and off the field! Go Galaxy!

Section 2: Vision

The FGHS ABC will:

- Provide financial and human resources to support the mission and vision of FGHS Athletics.
- Enrich FGHS student-athletes' academic, developmental, and social experiences.
- Cultivate a sense of school community and school pride among FGHS students, families, teachers, staff, and administration.
- Support and encourage volunteerism within the school and community.
- Foster partnerships within the school and community.
- Provide a forum for advocacy and communication of issues related to FGHS Athletics.

ARTICLE III

MEMBERSHIP

Section 1: Membership

Any parent, guardian, or other adult standing in loco parentis for a student enrolled at FGHS, or any current FGHS faculty member, who has paid annual FGHS ABC membership dues shall be a member of the FGHS ABC and shall have voting rights.

The Principal, Assistant Principal, Athletic Director, and Assistant Athletic Director shall be granted membership status without paying membership dues and shall have voting rights.

Section 2: Enrollment

FGHS ABC shall conduct annual enrollment at the start of each school year. Additional members may join the FGHS ABC at any time during the membership year. The membership year shall run from July 1 of the given year to June 30 of the next year.

Section 3: Dues

- The FGHS ABC Executive Board will establish dues annually during the budget development process. Annual dues shall be listed on the current FGHS ABC membership forms and on the FGHS ABC website.
- **Members whose annual dues are current shall be eligible to vote on FGHS ABC matters.**
- All FGHS ABC Board Officers and Coordinators must have paid their dues prior to accepting a position on the FGHS ABC Executive Board.
- Dues shall not be prorated for partial year membership.

Section 4: Volunteers

Any person interested in the activities and events of the FGHS ABC who is willing to uphold the mission and vision of the FGHS ABC may be a FGHS ABC volunteer. Volunteers do not have to be FGHS ABC members who have paid FGHS ABC membership dues to help out with FGHS ABC sponsored activities and events but must be approved by Wake County Public School System as a volunteer and shall follow all WCPSS volunteer rules and policies.

ARTICLE IV

EXECUTIVE BOARD

Section 1: FGHS ABC Executive Board

The FGHS ABC Executive Board shall consist of all elected FGHS ABC Executive Officers and Coordinators. An Administrator or a representative appointed by him/her/them shall be an ex-officio member of the FGHS ABC Executive Board. A teacher/staff representative shall be an ex-officio member of the FGHS ABC Executive Board.

Section 2: Duties

The duties of the FGHS ABC Executive Board shall be to transact business between general membership meetings, create standing rules and policies, create and oversee committees to carry out FGHS ABC activities, prepare and submit an annual budget to the membership for approval, approve routine bills that fall within the approved budget, and to prepare routine reports and communicate recommendations to the FGHS ABC general membership.

ARTICLE V

OFFICERS AND ELECTIONS

Section 1: Officers

FGHS ABC Officers shall be President, Vice President, Secretary, Treasurer, and Executive Chair of Sponsorships. These FGHS ABC Officer positions shall be required positions on the FGHS ABC Executive Board.

Section 2: Job Descriptions

FGHS ABC Officers' job descriptions are as follows. The job descriptions shall outline the major responsibilities of each FGHS ABC Officer position. A copy of the current job description and a

copy of the FGHS ABC Bylaws shall be provided to each incoming Officer. Changes to job description shall be voted on by the Executive Board if needed.

President: This role provides the strategic vision, administrative oversight, and financial guidance required to support the high school's athletic programs. The President acts as the core liaison between the booster club, the school's Athletic Director, administration, coaches, and the community. The primary goal is to foster school spirit, encourage parent involvement, and execute successful fundraising initiatives to ensure student-athletes have the resources they need to thrive.

Vice President: The Vice President acts as the primary support system for the club president. She/he collaborates with the Executive Board, coaches, and school athletic directors to enrich the student-athlete experience. They serve as an executive "floater," helping manage subcommittees, recruit volunteers, and execute major projects like fundraisers and concession operations.

Secretary: The Secretary manages all official correspondence, schedules meetings, and documents the proceedings of the Executive Board and General Membership meetings. They act as the primary information hub, ensuring that all meeting minutes, bylaws, and rosters are accurate, accessible, and securely archived.

Treasurer: The Treasurer manages the organization's financial health, transparency, and compliance. This role ensures that all funds raised directly support the high school's athletic programs, student-athletes, and sports equipment needs. The Treasurer maintains financial accuracy while giving the Executive Board and school administration a clear picture of the club's financial status.

Executive Chair of Sponsorships: The Executive Chair of Sponsorships is a key leadership role responsible for driving revenue through corporate partnerships, local business sponsorships, and community donations. This position builds and maintains relationships with local merchants to support athletic programs, equipment, uniforms, facility improvements, and other initiatives consistent with the mission of the FGHS ABC. The Chair manages the entire sponsorship lifecycle, from designing attractive package tiers to ensuring businesses receive their promised marketing visibility.

Section 3: Nominations and Elections

Officer elections shall be held at a General Membership meeting during March or April for positions whose terms will begin on July 1.

A Nominating Committee shall be appointed each winter to identify and recommend candidates for any Officer positions scheduled for election. The committee shall present its recommended slate of candidates to the membership at least ten (10) days prior to the election.

Candidates for President must have at least one year of Executive Board experience. The Executive Board may recommend a qualified candidate for President, but the General Membership shall elect all Officer positions.

Additional candidates may run for office by submitting written notice to the Secretary at least five (5) days before the election meeting. No new nominations may be made at the election meeting.

Voting shall be conducted by voice vote or written ballot. Candidates may not participate in counting votes for positions they are seeking.

Newly elected Officers shall be installed before July 1 and may attend Executive Board meetings prior to assuming office to support a smooth transition. Outgoing Officers shall provide records and information necessary for the successful transfer of responsibilities.

Section 4: Eligibility

FGHS ABC members are eligible for an Officer position if they:

- Are members in good standing.
- Have paid annual membership dues.
- Have participated in at least one FGHS ABC activity, fundraiser, event, or committee during the current membership year.

Section 5: Terms of Office

Officers shall serve two-year terms.

The President and Secretary shall be elected in odd-numbered years. The Vice President, Treasurer, and Executive Chair of Sponsorships shall be elected in even-numbered years.

Officers may serve up to two consecutive terms in the same position. If no qualified candidate is available, an Officer may continue serving until a successor is elected.

An individual may hold only one Executive Board position at a time.

Outgoing Officers shall provide records and guidance to incoming Officers to support a smooth transition.

Section 6: Vacancies

If any Office becomes vacant, the FGHS ABC Executive Board shall nominate someone to temporarily fill it, then hold a special election for the position at the next scheduled General Membership meeting. If no one from the remaining FGHS ABC Executive Board wishes to hold a vacant office, the Board shall hold a special election to fill the office(s). Send notice and the special election date to the General Membership as soon as possible. Anyone wishing to fill a

vacant Officer position through a special election must submit his/her name five (5) days prior to the special election date.

Section 7: Removal from Office

If an Officer fails to attend two (2) consecutive Executive Board meetings without an adequate excuse, fails to perform the duties of the position, or violates the Code of Conduct Policy, the Executive Board may consider removal from office. The Officer shall be given notice of the concern and an opportunity to respond before any vote is taken. Removal shall require a majority vote of the Executive Board.

ARTICLE VI

COMMITTEES

Section 1: Coordinators

Coordinators will act as team leaders for the committees in their respective areas and will liaise between said committees and the Executive Board. These Coordinator positions are not required to be filled. The Coordinator positions for the upcoming membership year include Spirit Wear, Fundraising, Concessions, Finance, Communications, and Events. An Executive Board quorum may add or delete Coordinator positions from this list based on the changing needs, programs, and services provided by FGHS ABC in any given membership year. All Coordinator positions filled or created shall be included on the FGHS ABC Executive Board.

Section 2: Duties

The duties of the Coordinator positions include:

- Assist Executive Officers in developing a fiscal year budget for their assigned committees.
- Ensure that all committee expenditures are within the limits of the FGHS ABC budget.
- Transact necessary committee business and activities according to designated schedules.
- Represent assigned committees on the Executive Board.
- Present work plans and timelines for assigned committees and projects to the FGHS ABC Executive Board for approval.
- Maintain a list of committees assigned to the Coordinator position.

Section 3: Nominations and Elections

Coordinator elections shall be held at a General Membership meeting during March or April for positions whose terms begin on July 1.

The Nominating Committee shall identify and recommend candidates for Coordinator positions and present its recommendations to the membership at least ten (10) days before the election.

Members wishing to run for a Coordinator position must notify the Secretary at least five (5) days before the election meeting.

Coordinators shall be elected by a majority vote of the eligible members present at the election meeting. Voting may be conducted by voice vote or written ballot. Candidates may not participate in counting votes.

Newly elected Coordinators may attend Executive Board meetings before their term begins to support a smooth transition. Outgoing Coordinators shall provide records and information necessary to transfer responsibilities.

Section 4: Eligibility

A candidate for a Coordinator position must:

- Be a member in good standing.
- Have paid annual membership dues.
- Have participated in at least one FGHS ABC activity, fundraiser, event, or committee during the current membership year.

Section 5: Terms of Office

Coordinators shall serve two-year terms.

The Spirit Wear and Concessions Coordinator positions shall be elected in odd-numbered years. The Finance, Communications, Events, and Fundraising Coordinator positions shall be elected in even-numbered years.

A Coordinator may serve up to two consecutive terms in the same position. If no qualified candidate is available, the Coordinator may continue serving until a successor is elected.

An individual may hold only one Executive Board position at a time.

Section 6: Vacancies

If a Coordinator position becomes vacant, the remaining Executive Board members shall nominate a person from the FGHS ABC General Membership to fill the position for the remainder of the term. The Executive Board shall elect the nominee by quorum vote at the next scheduled FGHS ABC Executive Board meeting.

Section 7: Removal from Executive Board

If a Coordinator fails to attend two (2) consecutive Executive Board meetings without an adequate excuse, fails to perform the duties of the position, or violates the Code of Conduct Policy, the Executive Board may consider removal from the position. The Coordinator shall be given notice of the concern and an opportunity to respond before any vote is taken. Removal shall require a majority vote of the Executive Board.

ARTICLE VII

MEETINGS

Section 1: Executive Board Meetings

The FGHS ABC Executive Board shall meet monthly during the school year, from September to May, on a day the Board determines to ensure maximum attendance by all Board members and the Athletic Director. The Executive Board shall determine the day and time by quorum vote at a scheduled Executive Board meeting. Executive Board meeting dates and/or times may be changed due to special events, including but not limited to holidays, school breaks, school events, or school closures, that occur on the regularly scheduled date and time. The Board must give advance notice if a regularly scheduled meeting date and/or time is changed.

Section 2: Special Meetings of the Executive Board

Special meetings of the FGHS ABC Executive Board may be called by any two Board members. The Board must give twenty-four (24) hours' advance notice to all FGHS ABC Executive Board members before holding a Special Meeting.

Section 3: Executive Board Quorum and Voting

A majority of the total number of FGHS ABC Executive Board members shall constitute a quorum for conducting Executive Board business unless otherwise specified in these bylaws.

Executive Board meetings may be conducted in person or through real-time virtual meeting technology, including Google Meet or a similar platform. Executive Board members participating virtually shall be considered present for purposes of establishing a quorum and voting.

The Executive Board may also conduct votes electronically between meetings through an approved Board communication platform, including Slack. Electronic votes shall be open for a reasonable period of time communicated to all Executive Board members. A majority of the total Executive Board must participate in the electronic vote for a quorum to be established, and the vote shall be decided by the voting threshold otherwise required by these bylaws.

The Secretary shall document all electronic votes, including the motion or matter presented, the voting period, the members participating, and the final result, in the official records of the FGHS ABC. The Secretary shall also report the results of electronic votes at the next Executive Board meeting.

Section 4: General Membership Meetings

Regular meetings of the general FGHS ABC membership shall occur at least three (3) times per membership year at a time and place determined by the Executive Board at least one month in advance of the meeting. The FGHS ABC General Membership shall receive advance notice by a FGHS ABC Executive Board Member of all General Membership meetings at least two weeks in advance. Members will be notified of FGHS ABC General Membership meetings by email, flyer sent home, listing on the FGHS ABC website, and/or by phone.

Section 5: General Membership Quorum

Voting members present at a properly noticed General Membership meeting constitute a quorum to conduct General Membership business.

FGHS ABC General Membership meeting voting must be in person. Only in the case of an extraordinary event where the majority of the membership is unable to vote in person may the Executive Board decide to accept proxy, mail, or email ballots to make FGHS ABC General Membership decisions.

Section 6: Installation Meeting

All incoming new and returning FGHS ABC Executive Board Officers and Coordinators for the following school year shall be officially installed to their office at the May FGHS ABC Executive Board meeting or at a scheduled special installation meeting of the FGHS ABC Executive Board.

The agenda for this installation meeting shall include:

- Welcome and introduction of the incoming Executive Officers and Coordinators.
- Provide a copy of the position job description for their position and a copy of the FGHS ABC Bylaws to all incoming FGHS ABC Officers.
- Provide a list of all remaining FGHS ABC Executive Board meetings and Special Meetings scheduled for the remainder of the year to all incoming Officers and Coordinators.
- Review the Conflict of Interest rules listed in Article X of these Bylaws.
- Review the FGHS ABC Code of Conduct Policy.
- Secure the signature of each incoming and returning FGHS ABC Executive Board Officer and Coordinator on a Conflict of Interest statement to fulfill Article X, Section 3 of these Bylaws as well as on the Code of Conduct Policy.

If a FGHS ABC Executive Officer or Coordinator is absent from the Installation Meeting or takes a vacant position on the FGHS ABC Executive Board after this annual installation meeting, the

agenda items listed for the Installation Meeting shall be completed for the position at the next scheduled FGHS ABC Executive Board meeting.

Each incoming and returning Committee Chairperson must sign the Code of Conduct Policy for Committee Chairs. This document must be signed annually prior to the commencement of committee work.

Section 7: Annual Budget Meeting

A Special Annual Budget Meeting shall occur in the Spring (April or May) of each fiscal year. All current and incoming FGHS ABC Executive Board Members shall be invited to this meeting with advance notice. This meeting will set the budget for the following FGHS ABC fiscal year. A final copy of the FGHS ABC annual budget shall be presented and approved by a General Membership quorum at the last General Membership meeting of each fiscal year.

Section 8: Parliamentary Authority

Robert's Rules of Order shall govern all FGHS ABC Executive Board and General Membership meetings when they are not in conflict with the FGHS ABC Bylaws.

ARTICLE VIII

FINANCES

Section 1: Annual Budget

The FGHS ABC Executive Board shall draft an annual budget by May of each fiscal year for the following fiscal year during a Special Annual Budget Meeting. All FGHS ABC Executive Board members and incoming Executive Board members shall be invited. Advance notice to the Special Annual Budget Meeting must be given at least two weeks in advance. A final copy of the FGHS ABC annual budget for the next fiscal year shall be presented and approved by a General Membership quorum at the last General Membership meeting of each fiscal year.

Budget revisions are permitted as needed. The FGHS ABC Treasurer shall periodically make a determination, based upon a review of FGHS ABC financial records, if any previously approved budget items are at risk of being underfunded and, if so, notify the General Membership at the next General Membership meeting. Any changes to the FGHS ABC Annual Budget must be presented to and approved by quorum vote of the General Membership at any scheduled General Membership meeting or a Special Budget meeting called for that purpose.

Section 2: Financial Records

The FGHS ABC Treasurer will keep accurate records of any FGHS ABC financial disbursements, income, and bank account transactions. All financial records of the FGHS ABC can be reviewed by any FGHS ABC Executive Board member at any time. The Treasurer and the requesting FGHS ABC Executive Board member shall schedule a mutual review date within 30 days of the request.

Section 3: Procedure for Handling Funds

1. **Expenses and Request for Funds:** FGHS ABC Executive Board members shall approve all FGHS ABC expenses. Approval for FGHS ABC expenses shall be by an Executive Board quorum vote at a FGHS ABC Executive Board meeting. Expenses that are within the approved current FGHS ABC annual budget are approved expenses. Any expenses that are requested of the FGHS ABC and approved by an Executive Board quorum vote at a FGHS ABC Executive Board meeting but are not listed on the current approved budget shall require a FGHS ABC budget revision and shall follow the budget revision rules listed in these bylaws.
2. **Committee or/Event Specific Advance Ticket Sales and/or Monetary Donation:** All monies received by Committees and/or Members for any reason related to or concerning the FGHS ABC shall be directed to the Treasurer for prompt deposit into the FGHS ABC bank account in accordance with the procedure set forth below. No event-related expenses shall be paid out of donations made for a particular event by a Chairperson or Committee member. Submit all expenses incurred in connection with an FGHS ABC event to the Treasurer on the approved form and in accordance with the reimbursement procedure. Add donations for a particular event to that event's allocated budget line item.
3. **Procedure for Delivering Funds to Treasurer:** Funds from FGHS ABC sponsored events, advance ticket sales, or monetary donations shall be counted by a minimum of two FGHS ABC active members and delivered to the Treasurer in a sealed envelope containing a completed and signed Monetary Deposit Form and the monies. The two FGHS ABC active members who counted the money shall sign the seal before delivering the monies to the Treasurer. If the Treasurer is not present to accept the monies, place the sealed envelope in the FGHS ABC safe until the Treasurer can collect and deposit the funds.
4. **Reimbursements:** FGHS ABC Executive Board members, committee members, team representative, coaches, or general members who wish to be reimbursed for an FGHS ABC-related expense shall request reimbursement by submitting a Reimbursement Request Form in writing to the Treasurer. Committee Chairpersons are responsible for ensuring committee members understand the expense reimbursement request procedure. No reimbursements beyond the allocated annual budget amount will be made for ABC-related expenses unless the additional funds are requested from the ABC Executive Board in advance and the FGHS ABC Executive Board approves any additional expense and follows all budget revision procedures to allocate the additional funds.

The Treasurer will review all reimbursement requests weekly. Reimbursements will not be approved without a vendor request, invoice, and/or receipt.

Section 4: Authorized Signatures

One authorized signature (FGHS ABC Executive Board member) shall be required on each check written by the FGHS ABC in addition to the signature of the Treasurer. When a check is written to the Treasurer, two other authorized signers must sign the check. Authorized signers shall include the President, Vice President, Secretary, and Treasurer. All check signatures will comply with the Conflict of Interest policies in these bylaws. Authorized signatories shall refrain from signing checks written to themselves, their family members, or any business in which they have a financial interest.

Section 5: Contracts and Partnerships

The Executive Chair of Sponsorships must execute all contracts approved by the FGHS ABC Board.

Section 6: Financial Reports

The FGHS ABC Treasurer shall provide a written monthly financial summary at each FGHS ABC Executive Board meeting. This summary shall include: Beginning Account Balance (as of the end of the prior meeting date), Cash-In Receipts, Disbursements, Ending Balance (as of the meeting date), and Year-to-Date Budget Performance. This report will be signed by the Treasurer and must remain filed indefinitely. A copy of the current bank statement will also be made available for viewing at each meeting.

The FGHS ABC Treasurer shall prepare a final end-of-year financial statement at the conclusion of each fiscal year. While preparing the final end-of-year report, the FGHS ABC Treasurer will look for compensation arrangements that do not comply with the Conflict of Interest policies listed in these bylaws. The final end-of-year financial statement shall include a paragraph indicating that the FGHS ABC has operated in a manner consistent with charitable purposes and has not engaged in activities that could jeopardize its tax-exempt status, that compensation arrangements and benefits were reasonable, that the FGHS ABC has conformed to its written financial and conflict of interest policies, and that payments for FGHS ABC goods and services did not result in inurement, impermissible private benefit, or excess benefit transactions.

The Audit Committee must review, audit, and sign this end-of-year financial statement and all FGHS ABC financial books or systems before the end of each fiscal year. The Audit Committee will consist of (1) FGHS ABC Executive Board Member, (2) FGHS ABC Committee Chairs, and at least (1) General FGHS ABC Member. The FGHS ABC Treasurer may not chair the Audit Committee but will serve as an information source for the committee.

Outside experts or advisers may assist with the financial review if recommended by a majority of the Audit Committee and approved by a majority vote of the Executive Board.

If the Audit Committee uses outside experts, their use shall not relieve it of its responsibility to conduct an independent review and report its findings. A member of the Audit Committee must present a copy of the final end-of-year financial statement and a summary of the Audit Committee findings at the last FGHS ABC Executive Board meeting of the fiscal year. The FGHS ABC Executive Board must call a Special Meeting in a summer month if this report is not made at the final May regular FGHS ABC Executive Board meeting.

Section 7: IRS Forms and Returns

The FGHS ABC shall comply with all state and federal laws pertaining to the operation of a nonprofit 501(c)(3) organization.

The FGHS ABC Treasurer and President must maintain a copy of the FGHS ABC EIN number and a copy of the nonprofit tax-exempt IRS Form 1023. These forms shall be available for FGHS ABC Executive Board, FGHS ABC General Membership, and/or public review upon request.

The FGHS ABC Treasurer and/or President shall file required federal tax forms with the IRS annually. Copies of the FGHS ABC annual tax returns (Forms 990 or 990EZ) for the most recent five years shall be maintained by the FGHS ABC Treasurer and shall be made available for FGHS ABC member and public review when requested.

Section 8: Funds Management in the Event of Dissolution of the FGHS ABC

Any remaining assets shall be distributed to FGHS or another qualified nonprofit organization serving students and consistent with Section 501(c)(3) requirements.

Section 9: Fiscal Year

The FGHS ABC fiscal year shall run from July 1 of the given year to June 30 of the following year.

ARTICLE IX

STANDING RULES

The FGHS ABC Executive Board may adopt standing rules and procedures. The Executive Board shall approve these standing rules and procedures by quorum vote at a scheduled FGHS ABC Executive Board meeting. Provide a written copy of any approved standing rules or procedures to the appropriate Executive Board members and maintain it for future reference.

ARTICLE X

CONFLICT OF INTEREST

Section 1: Purpose/Interested Person

The purpose of the Conflict of Interest Policy is to protect the interests of the FGHS ABC when it is contemplating entering into a transaction or arrangement that might directly or indirectly benefit the private interests of any elected FGHS ABC Executive Board member, FGHS ABC Committee member, or FGHS Board member or employee. This policy supplements, but does not replace, any applicable state and federal laws governing conflicts of interest for nonprofit and charitable organizations.

Section 2: Financial Interest

Any elected FGHS ABC Executive Board member, Committee Member, and/or FGHS Board Member or employee has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment or a potential ownership or investment in any entity with which the FGHS ABC enters into a financial transaction or business arrangement.
- Requested or been paid compensation for services arranged with the FGHS ABC. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not a conflict of interest if:

- The person requesting or receiving compensation reveals his/her financial interest prior to entering into a financial transaction or business arrangement with the FGHS ABC.
- The person refrains from voting on matters related to the financial interest, including but not limited to approval for contracts and business arrangements and approval for financial transactions.
- Authorized signatories refrain from signing checks written to themselves, their family members, or any business in which they have a financial interest.

Section 3: Conflict of Interest Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose any material facts to the FGHS ABC Executive Board.

B. Determining Conflict of Interest

After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she shall refrain from participating in discussions or votes pertaining to the conflict of interest. The remaining FGHS ABC Executive Board members and any FGHS ABC Committee members remaining shall decide whether a conflict of interest exists.

C. Procedures for Addressing Conflict of Interest

- Any interested person shall disclose a conflict of interest with FGHS ABC transactions and/or arrangements.
- The names of persons who disclosed a conflict of interest in connection with FGHS ABC transactions and/or arrangements, the nature of the conflict of interest, and the FGHS ABC Executive Board's decision shall be listed in the FGHS ABC Executive Board meeting minutes in which the conflict of interest was disclosed to document compliance with the Conflict of Interest Article in these bylaws.
- The interested person will refrain from discussing and/or voting on any transaction or arrangement involving a conflict of interest.
- The remaining FGHS ABC members will exercise due diligence when considering transactions and/or arrangements with a related conflict of interest. The FGHS ABC Executive Board shall consider all possible transactions and/or arrangements available and determine and select the most advantageous transaction or arrangement in the best interest of the FGHS ABC.
- If no more advantageous transaction or arrangement is possible, the remaining FGHS ABC Executive Board members shall vote on whether the transaction is in the best interest of the FGHS ABC and decide whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy

- If a FGHS ABC Executive Board Member or Committee member has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, **it shall inform the FGHS ABC Executive Board**, which shall afford the member an opportunity to explain the alleged failure to disclose.
- After hearing the member's explanation and response and conducting further investigation as warranted by the circumstances, the FGHS ABC Executive Board shall determine whether the member failed to disclose an actual or possible conflict of interest.
- If the FGHS ABC Executive Board determines that a member failed to disclose an actual or possible conflict of interest, the Board shall create and follow a corrective action plan to address the Conflict of Interest. The FGHS ABC Executive Board shall vote, approve, and implement the corrective action plan by quorum vote.

Section 4: Annual Statement

Each FGHS ABC Executive Board member (Officers and Coordinators) shall annually sign a Conflict of Interest statement which affirms that such person:

- Has received a copy of these bylaws.
- Has read and understands the Conflict of Interest Article listed in the bylaws.
- Has agreed to comply with the Conflict of Interest policies of the FGHS ABC.

- Understands that the FGHS ABC is a 501(c)(3) organization and that, in order to maintain its federal tax-exempt status, it must engage primarily in activities which accomplish its tax-exempt purposes.

ARTICLE XI

DISSOLUTION

The FGHS ABC may be dissolved by calling a Special Meeting of the General Membership with two weeks' notice informing the General Membership that the intent of the Special Meeting is to dissolve the FGHS ABC. A two-thirds vote of those present at a Special General Membership dissolution meeting will dissolve the FGHS ABC.

ARTICLE XII

AMENDMENTS

The FGHS ABC Executive Board may amend these bylaws, provided that all Executive Board members receive notice of the proposed amendment and an opportunity to review the proposed changes before voting.

Amendments may be considered and voted upon at an in-person Executive Board meeting, at a virtual Executive Board meeting conducted through Google Meet or a similar real-time platform, or through an electronic vote conducted on an approved Board communication platform, including Slack.

Adoption of an amendment shall require a two-thirds vote of the Executive Board members participating in the vote, provided that a quorum has been established in accordance with Article VII, Section 3.

The Secretary shall document the amendment, the vote, and the effective date in the FGHS ABC official records. Approved amendments shall take effect immediately unless otherwise specified.