

Trevor-Wilmot Booster Club, Inc., By-Laws

Article I – Name and Purpose

Section 1.01. Name. The name of this organization shall be Trevor-Wilmot Booster Club, Incorporated.

Section 1.02. Purpose. The Trevor-Wilmot Booster Club is a volunteer, nonprofit organization made up of parents and teachers working toward the same goal: to support and enhance the education of the children at Trevor-Wilmot Consolidated. We encourage and foster healthy relationships between the school, families, and the Trevor-Wilmot community, through family oriented social events and activities, community projects, and community-wide fundraising. We not only strive to raise and use funds for items, activities, and the facilities that directly impact our children's education, but also to raise awareness of what those educational needs are and to create a positive and safe educational environment for all.

Article II – Membership

Section 2.01. Qualification. All parents, guardians, or other persons with a child enrolled and attending Trevor-Wilmot Consolidated and members of the licensed teaching staff shall be considered voting members of the organization. The Principal and Assistant Principals shall be non-voting, advisory members of the organization.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve, 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. A quorum will be half the Executive Board members plus two-thirds of the regularly attending membership. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. The regular meeting of the organization shall be held once a month during the school year at 6:00pm, or at a time and place determined by the Executive Board at least one month before the meeting.

There will be no meeting in the month of December. The annual meeting will take place during the regularly scheduled meeting in May. The annual meeting is for receiving end-of-year reports, electing officers, confirming committee chairs for the following school year, and conducting other business that shall arise.

Article III – Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. 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 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.

Section 3.03. Meetings. The Executive Board shall communicate monthly, and/or meet outside the general membership meetings if necessary, to prepare for said meetings and to conduct the affairs of the organization. Any documents or business that will be discussed at the general membership meetings must be made aware to the entire Executive Board prior to each meeting, and approved by the Board if necessary.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approve the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.06. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar media communications so long as all Executive Board members participate in said meeting.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV – Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one or more Presidents, one or more Vice Presidents, a Secretary, a Treasurer, and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

Section 4.02. Election. Officers for the upcoming academic year shall be elected by a majority vote at the May meeting of the organization by the voting members present. Newly elected officers shall assume their official duties on the last day of the fiscal year following their election. Prior to the election, a nomination committee, composed of the current President and at least one additional officer, shall begin seeking nominees in April of the year in which the new officers will be elected. These candidates shall be announced to the membership as soon as possible. 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. Nominees must be present at the meeting to accept the nomination and be voted into office or have provided written consent in the event they are unable to attend the meeting.

Section 4.03. Term. Officers shall serve a term of one year. A person may not be elected to the same office for more than four consecutive terms. However, if no one comes forward and the current officer is willing to continue in that capacity, it will be voted upon by the general membership.

Section 4.04. Vacancies. If there is a vacancy in the office of the President, the Vice President

will become the President. At the next regularly scheduled meeting, a new Vice President will be elected. A vacancy occurring in any other office shall be elected by a majority vote of the remaining members of the Executive Board to fill in the remainder of the unexpired term.

Section 4.04. Removal. Officers can be removed from office with or without cause by a two thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Article V – Duties of Officers

Section 5.01. President(s). The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside over all meetings of the Executive Board and all meetings of 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.

Section 5.20. Vice President(s). The Vice President shall be a member of the Executive Board 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 or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request. The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that deposit notices are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts) at each general membership meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, general membership, and other stakeholders.

- Maintain financial records, (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new Treasurer.

Article VI – Finances

Section 6.01. Budget. The Executive Board shall prepare, during the summer months, to be presented to the membership at the first regular meeting of the school year, 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.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purpose of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers 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 one member of the Executive Board.

Section 6.05. Banking. The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. A 'deposit notice' shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. A debit card is established in the name of the organization and will be held by the Treasurer to be used for payments of fees and purchases approved by the board.

Section 6.06. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. The organization shall have a committee of at least two (2) persons without check signing authority to annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and 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 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 over \$100,000 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 \$250,000.

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 Executive Board.

Section 6.09. Donated Items. Items purchased by the organization that are donated to the Trevor-Wilmot School District will become sole property of the District. The School District will assume all responsibility, maintenance, and liability of said donation(s). Persons interested in borrowing or using donated items must seek approval from the District.

Section 6.10. Financial 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 Type	Storage	Period of Time Kept
Year-end Treasurer's report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, or cloud-based software	At least seven (7) years. Consider keeping permanently
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents. Compile and file records on a yearly basis	Store in binder or cloud-based software	Seven (7) years. Store with financial records. Destroy after seven years
Treasurer's reports (monthly). Compile and file on a yearly basis	Store in corporate record book, binder, or cloud-based software	Three (3) years. Store with financial records. Destroy after three years.

Article VII – Conflicts of Interest

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation shall 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.

Section 7.02. Non-Participation 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.

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 made available

upon request to each director, 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

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice. These Bylaws shall be reviewed every two (2) years by the Executive Board to determine the degree of relevance.

Article X – Dissolution

Section 10.01. The organization may be dissolved with previous notice of 14 calendar days and a two-thirds vote of those present at a membership meeting.

Section 10.02. In the event of dissolution, any remaining funds will be used to pay any outstanding bills and, with membership approval, donated to Trevor-Wilmot Consolidated School District.

Revised by the 2022-2023 Executive Board. April 2023.

By-laws established by the 2015-2016 Executive Board. August 2015