

CLEAR FALLS FOOTBALL BOOSTER CLUB
BYLAWS
Amended June 19, 2012
Amended February 6, 2018

ARTICLE I - Name

The name of this organization shall be the Clear Falls Football Booster Club ("CFFBC").

ARTICLE II - Purpose

The purpose and aim of this non-profit organization is to raise monies for the enhancement and development of the Clear Falls football program.

CFFBC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the CFFBC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the CFFBC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the CFFBC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the CFFBC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the CFFBC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501c3 of the IRS code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170c2 of the IRS code, or the corresponding section of any future federal tax code.

Upon the dissolution of the CFFBC, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the IRS code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the CFFBC is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - Membership

Membership in the CFFBC shall be open to any person interested in the enhancement and development of the Clear Falls football program. There shall be a membership fee levied upon any person as a condition of membership in the CFFBC. Members are allowed one vote per membership. The Executive Board shall determine the monetary charge for membership dues and shall be responsible for evaluating those fees annually. Membership dues are nonrefundable. In order to be a member in good standing, each member shall abide by rules of good conduct and the CFFBC Bylaws and have membership fees paid in full.

ARTICLE IV - Officers

The officers of the CFFBC shall be a President, Vice President-General, Vice President-Fundraising, Secretary, Treasurer. Two officers from the same household shall be allowed to serve as board members concurrently as long as they are eligible members. All officers shall have a student active in the Clear Falls football program. Each person may only hold one office per year. The duties of the officers are as follows:

President: The President shall be the principal executive officer of the CFFBC and shall, in general, supervise and control all of the business and affairs of the CFFBC. The President shall preside at all meetings of the members and the Executive Board. The President and Treasurer shall be the only officers authorized to sign any instruments authorized for execution by the Executive Board. The President and Treasurer shall be responsible for ensuring the fiscal well-being of the CFFBC. The President shall be an ex-officio (non-voting) member of all standing committees.

y **Vice President – General:** The Vice President – General shall aid the President with all duties pertaining to the office. He/she shall, in the absence of the President, perform all duties of the office of the President. He/she shall liaise with the school district's internal auditor on all compliance matters of the organization. He/she shall maintain, enforce, and amend the Bylaws as needed and when approved by the members. He/she is responsible for overseeing the activities of the Scholarship Committee and Membership Committee, Game Day Program and special events.

y **Vice President – Fundraising:** The Vice President – Fundraising shall manage all fundraising efforts of the CFFBC. He/she is responsible for overseeing the merchandise and concession.

Treasurer: The Treasurer is the authorized custodian of the funds of the CFFBC. The Treasurer receives and disburses all monies indicated in the budget and prescribed in the Bylaws or as authorized by action of the CFFBC. The major duties include, but are not limited to, the following:

- Serve as chairperson of the Budget Committee;
- Open and close bank accounts;
- Issue a receipt for all monies received and deposit in a timely manner;
- Present a current financial report including bank statements, bank reconciliations, and financial statements to the Executive Board within thirty days of the previous month end; copies should be available for review by the general membership if requested.

- 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 year;
- Process checks for the approved purchases.
- Ensure checks have the signature of two authorized signees. An authorized signee is any board member who has signature authority on the bank account. Only one officer in the same household shall be allowed to be a signee. The authorized signatories shall be the President, Vice President General, Treasurer, and Secretary.
- Other specific duties, if any, as outlined in the bylaws of the CFFBC.

Secretary: The Secretary is responsible for keeping accurate records of the proceedings of the CFFBC and reporting to the membership. The Secretary must ensure the accuracy of the minutes of the meetings and have a thorough knowledge of parliamentary law and CFFBC's Bylaws. The major duties include, but are not limited to, the following:

- Report on any recommendations made by the Executive Board of the CFFBC;
- Communicate with each team representative (Standing Committee or Special Committee);
- 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 CFFBC as well as any meetings of the Executive Board in a prescribed format;
- Maintain records of attendance of each board member;
- Conduct and report on all correspondence on behalf of the CFFBC; and
- Other specific duties, if any, as outlined in the bylaws of the CFFBC.

ARTICLE V – Election of Officers

The members shall elect a Executive Board during the regularly scheduled general membership meeting in December of each year of the CFFBC. A majority vote of the members present constitutes an election to a position. In October, the President shall appoint a Nominations Committee chairperson who is a member in good standing. The chairperson may select up to three (3) additional members in good standing to also serve on the committee. The slate of candidates assembled by the Nominations Committee shall be submitted to the general membership via email at least one week before the December general membership meeting when elections are held. At the December meeting, a ballot with the slate of candidates assembled by the Nominations Committee and several blank lines shall be distributed to the members. The President will then open the floor for nominations in accordance with Roberts Rules of Order. Members will write the additional names nominated, if any, on their ballots. The President will close nominations and the members will then vote for five. The President shall appoint three (3) members who were not nominated, or whose family member was not nominated, to count the ballots and report the results to the membership.

At no time should officers be appointed to the Executive Board without the input and approval of the membership. No appointed or elected official or member shall receive any compensation of any nature whatsoever for their services to the CFFBC. By action of the Executive Board, they may be reimbursed for actual out-of-pocket expenses incurred on behalf of the CFFBC. Newly elected officers shall be installed effective January 1. All accounts of the CFFBC shall be audited in accordance with Clear Creek Independent School District policies and procedures for booster clubs. Property and records of the CFFBC shall be transferred to the newly elected Executive Board by January 1 of the same year in which the newly elected Board takes office. The term of each office shall be for one (1) year. There is no limitation of tenure for the Executive Board. However, no officer shall serve in the same capacity for more than two (2) consecutive years. Vacancies during the year shall be filled by special elections. Any Board of Director may be removed by a majority vote of the members present at a general CFFBC meeting when it is determined that the removal of the Board of Director is in the best interest of the CFFBC in regard to conduct and good standing.

ARTICLE VI -Committees

There may be standing committees of the organization as determined by the Executive Board. There may be special committees of the organization as determined by the President and approved by the Executive Board. Each standing and special committee shall be chaired by a member in good standing who shall be appointed initially by the President until such time as a regularly scheduled meeting is called and the chair is approved by the booster club members. The President retains the right to appoint any member to any committee created after approval of the committee chair or fill any vacancy during that fiscal year. The standing committees of the organization are Spirit, Game Day Program, Merchandising, Concession, Membership, and Special Events Committee. The Audit Committee, Nominations Committee, Budget Committee, and Scholarships Committee shall be special committees. Each established committee shall give a report during each general membership meeting.

Standing Committees

Game Day Program Committee: The primary function shall be to develop and promote the football Game Day program. The chair of the program committee reports to the Vice President -General.

Spirit Committee: The primary function shall be to promote spirit among the football players, student body, school staff, and parents. The chair of the spirit committee reports to the Vice President – Fundraising.

Merchandising Committee: The primary function shall be to evaluate merchandising opportunities that may be considered by the Executive Board to generate funds in support of the CFFBC' s mission. The chair of the merchandising committee reports to the Vice President -Fundraising.

Concession Committee: The primary function shall be to manage the concession affairs of the CFFBC including food management and recruiting and scheduling volunteers to work concession duty on game day. The chair of the concession committee reports to the Vice President – Fundraising.

Membership Committee: The primary function is to manage all membership efforts of the CFFBC including soliciting new members and maintaining a current list of all members in good standing. The chair of the membership committee reports to the Vice President -General.

Special Events Committee: The primary function is to evaluate fundraising events that may be organized to promote the CFFBC and generate funds in support of the CFFBC's mission. The chair of the special events committee reports to the Vice President -General.

Special Committees

Special committees are created for a specific purpose as approved by the membership. The committee is automatically dissolved as soon as that purpose is accomplished and the committee report is made. Special committees should complete their assignments within the current school year. If the objectives are not met at the end of the school year, officers will be required to reappoint members of the committee for the following year until the purpose of the committee has been achieved. Individuals who have a conflict of interest shall not be allowed to serve as members of the committee.

Audit Committee: At the end of the fiscal year, an audit of the CFFBC's financial records should be conducted. The audit should be performed, in accordance with Clear Creek Independent School District policies and procedures for booster clubs, by individuals who are independent from day-to-day financial activities of the CFFBC. The primary objectives of the audit are to:

- Verify the accuracy of the Treasurer's financial reports;
- Ensure that the CFFBC's cash balances are accurate;
- Determine that established procedures for handling booster funds have been followed;
- Ensure that expenditures occurred in a manner consistent with the CFFBC's bylaws;
- Ensure that all revenues 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 CFFBC and a resolution reached prior to presentation. All Executive Board of the CFFBC shall make records available as requested by the Audit Committee. Suggested audit procedures are included in the exhibits and forms section of the Clear Creek Independent School District Booster Club Operating

Manual. Members of this committee shall be members in good standing excluding the Executive Board.

Nominations Committee: The primary function is to manage the annual election process for Board of Director positions. The Nominations Committee is formed from the CFFBC's general membership in the early spring of each year. The purpose of this committee is to recommend various members of the CFFBC for office in the coming school year. The Nominations Committee should be charged with soliciting recommendations for officer positions within the CFFBC. The committee then contacts the potential candidate directly to ascertain their willingness and desire to serve. The Nominations Committee should report back to the general membership on their results in April so that elections may be held in May. The chair of the Nominations Committee reports to the President.

Budget Committee: This committee is responsible for developing a fiscal year budget for the CFFBC and recommending it to the Executive Board by March of each year. The budget must then be approved by the CFFBC members no later than June of each year. The Budget Committee shall be chaired by the Treasurer.

Scholarship Committee: This committee is responsible for developing guidelines for the awarding of scholarships to football players. These guidelines shall be recommended to the Executive Board. The guidelines must be approved by the CFFBC members. The chair of the Scholarship Committee reports to the Vice-President -General.

The Executive Board may, by resolution, designate additional special committees. These committees may be necessary or desirable in furtherance of the stated purposes of the CFFBC. Said resolution shall prescribe the purposes and duties of such committees. Audit Committee and Nominations Committee may not be chaired by a board member. Actions of any special committee shall not be considered to be the actions of the CFFBC or of the Executive Board unless approved by the Executive Board.

At the discretion of the Executive Board, each member of all committees shall continue until the next election of the Executive Board unless the committee shall be terminated prior to the elections. Any vacancy occurring in any committee shall be filled in the same manner as provided in the case of original appointment. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the members of the whole committee shall constitute a quorum. All committees shall abide by the rules of the Bylaws of the CFFBC.

The Executive Board shall accept volunteers to serve on the standing committees at the first meeting of the fiscal year of service or as soon thereafter as convenient.

ARTICLE VII - Meetings

Meetings of the CFFBC shall be held no less than monthly at a time and location to be determined by the Executive Board. For the order of establishing a quorum for CFFBC business; a minimum of three Board members must be present at said meeting combined with the favorable consent from a majority of the voting attendees to conduct the transaction of business at any membership meeting of the CFFBC. No CFFBC member shall vote by proxy at any meeting of the CFFBC.

The Executive Board shall meet prior to the regularly scheduled CFFBC general membership meetings. Special meetings of the Executive Board may be called at the request of the President or

two (2) board members. The President shall arrange the date, time, and place of such meeting. Notice of any special meeting of the Executive Board shall be given at least two (2) days in advance, if possible. Notice shall state the date, time, and place of such meeting. Notice will be given orally, personally, or electronically to each board member. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Executive Board need be specified in notice of such meeting. No board member shall vote by proxy at any meeting of the Executive Board.

At least three Executive Board must be present to establish a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Executive Board is present at said meeting, a majority of the Executive Board present may adjourn the meeting from time to time without further notice. The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Voting for the Executive Board shall be by a written ballot. Voting on any other issue shall be by a show of hands. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. No member shall be permitted to vote by proxy at any meeting.

Roberts Rules of Order Revised shall be parliamentary authority. During each meeting, the order of business shall be as follows:

- A. Call to Order
- B. Reading of Minutes
- C. Report of Treasurer
- D. Report of Committees
- E. Unfinished Business
- F. New Business
- G. Announcements
- H. Coach has floor
- I. Establish date, time, and location for next meeting
- J. Adjournment

ARTICLE VIII - BOOKS, RECORDS AND MINUTES

Any expenditure in excess of \$1500 must be approved by the Executive Board, and if not already included in the current budget, must be approved by a majority vote of the general membership of the CFFBC. In addition, any expenditure in excess of \$1500 requires two sources or bids. All funds of the CFFBC shall be deposited as soon as practical to the credit of the CFFBC in such banks, trust companies, or other depositories as the Executive Board may select. All checks, drafts or orders for the payment of money must be signed by the President and Treasurer. All reimbursements and other payments must be accompanied by a receipt and a request for reimbursement form. All merchandise, concession or other CFFBC assets must be stored at a secured facility. Records should be kept for a period of 5 years for audit purposes. Some items need to be kept indefinitely while other items only need to be kept for a certain length of time.

ARTICLE IX - Amendments

The Bylaws shall be reviewed annually. The Bylaws of any section may be amended or repealed by a majority vote of the members present and voting at any meeting of the membership of the CFFBC in which a quorum of the Executive Board has been established. Amendments, alteration, or repeal of these Bylaws shall be effective on the date of action thereon, unless a different date is specifically stated.

ARTICLE X – Limitations of Liability and Indemnity

Except as otherwise provided by law, the members and Executive Board of the CFFBC shall not, as such, be liable for its debt and obligations. The CFFBC shall, and does hereby, agree to indemnify and hold harmless the director, officer, former director, former officer, or any person who is or has acted on behalf of the CFFBC at the request of its members, Executive Board, or officers, from and against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil, criminal, or administrative, in which he/she are made a party, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in office.