

# **Bylaws of Footballz Booster Club**

**Amended and Approved (4/3/2024)**

## **ARTICLE I**

### **NAME and FISCAL YEAR**

#### **1.01 NAME**

The name of this organization shall be “Footballz Booster Club”, hereinafter referred to as FBC.

#### **1.02 FISCAL YEAR**

The FBC fiscal year shall be from January 1 to December 31 of each year.

## **ARTICLE II**

### **PURPOSE, MISSION, and OBJECTIVES**

#### **2.01 PURPOSE**

FBC shall be operated in Colorado as a non-profit, tax exempt organization under Section 501c3 of the Internal Revenue Code and the Colorado Revised non-profit corporation act. FBC shall be operated for educational and charitable purposes.

#### **2.02 MISSION**

FBC's mission is to address the needs of their chosen football team(s), coaches, players, and managers in whole or in part. This may include but is not limited to; selling items to promote spirit; providing gear to promote safety; travel/food/lodging as needed; and other items as they arise.

#### **2.03 OBJECTIVES**

The objectives, of FBC, are included here, but are not exclusive and are subject to changes and additions as various needs arise:

- To raise funds through multiple sources that will be used to accomplish the FBC mission.
- Selling spirit items to the supported football community, the school, and sponsors of the supported football community.
- To promote and develop pride and community/school spirit for football activities of the supported football team.
- To work at providing students with potential community outreach and potential internships, paid or unpaid to include, but not limited to filming, marketing, accounting, team management and finance.
- To use the knowledge and experience of the members and football community to promote support for the supported football team.

- To encourage active and organized communication between the board members and the supported football community.
- To foster respectful and ethical conduct.

## **ARTICLE III**

### **‘CONFLICT OF INTEREST’ and RULES**

A conflicting interest transaction means, A contract, transaction or other financial relationship between a nonprofit corporation and a director/officer of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest. The following rules shall conclusively bind FBC and all persons acting for or on behalf of it:

#### **3.01 CONFLICT of INTEREST**

**Financial Relationship transactions:** If any director/officer or their family member will benefit financially from a financial relationship between FBC and themselves or a family member, the director/officer will be required to make the relationship known to the voting members and will abstain from the vote to approve the financial relationship.

**Liabilities to third parties.** The directors, officers, employees, and members of a nonprofit corporation are not, as such personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation.

**Loans.** No loans shall be made by FBC to its directors or officers.

#### **3.02 Distribution of Revenue**

No part of the net earnings of FBC shall inure to the benefit of, or be distributable to its directors, officers, or other private persons directly, except that FBC shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred.

#### **3.03 DISSOLUTION**

Upon the dissolution of the 501c3 FBC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of FBC, dispose of all the assets of FBC to a like nonprofit organization.

## ARTICLE IV

### MEMBERSHIP, MEETINGS AND VOTING

#### 4.01 MEMBERSHIP

FBC is not an official membership corporation. FBC uses an 'informal membership' approach. The term 'member (s)' is used for marketing and fundraising purposes and refers to the supported football community as a whole. The "informal membership" has no decision-making power or voting rights within the FBC. This "informal membership" organization will utilize a board of directors/officer. The 3–7-member Board of Directors/Officers and 4 coaches appointed by the Director, (who is the Head Coach of the supported football program), shall be the Only "Voting Members" of FBC.

#### 4.02 MEETINGS

- **Biannual MEETINGS:** FBC will hold a minimum of two meetings per year. One in the spring from January through April, before the new football season, May to August.
  - The End of the Year meeting will have many objectives including, but not limited to the following: to introduce the new board members; to give the previous year's annual report; to plan off season fundraising; to establish needed committees.
  - The new season meeting will have many objectives including, but not limited to the following: update on fundraising, finances, and plans for the upcoming season, including choosing committees for football activities if the need arises.
- **REGULAR MEETINGS:** FBC will hold regular meetings for Voting Members by giving notice of the place, date, and time. Meetings will be a collaborative plan concerning meeting place, date, time, and content. The board, director (head coach) and assistant director (appointed coach) may call a meeting. Other members of the football community can be invited by the board, director, or assistant director if the head coach agrees that the member can attend.

#### 4.03 VOTING

- **WHO CAN VOTE:** The only Voting Members of this 501c3 as listed on the annual statement of change are the following: the Board of Officers, the appointed Liaison, the Director (head coach), the Assistant Director (appointed) and four appointed coaches. (11 total possible votes)
- **HOW MANY VOTES FOR EACH MEMBER:** Each member of the board is allowed one vote.
- **PROXY:**
  - The Director, Assistant Director and the four appointed coaches do not have to vote in person and are allowed to vote by a proxy vote.

- The proxy votes can only be assigned to the Director or the Assistant Director in Director's absence.
- The Proxy vote can be reported to the President to count the proxy in the total votes, if neither the Director or the Assistant Director are not able to vote in person.
- The Director, the Assistant Director and the appointed coaches are the "controlling voice" of the overall body of FBC.
- **ELECTRONIC VOTING:** Members can be considered present via electronic media. For example, "Zoom", "Teams", email, and texting. Votes will be recorded in meeting minutes, or if electronic, votes will be recorded in a way, the current Secretary feels is acceptable.

## **ARTICLE V**

### **BOARD OF DIRECTORS/OFFICERS**

#### **5.01 NUMBER OF DIRECTORS/OFFICERS**

FBC shall have a board of directors consisting of at least 3 and up to 7 members. These positions shall consist of:

- (1) Director (supported football team head coach),
- (1) Assistant Director (appointed by supported football team head coach),
- (1) Coaches Liaison (appointed by supported football team head coach),

Chosen from a pool of interested community members by the director, assistant director and coaches and current board members. If there are no community members or there are extenuating (middle of term resignation or removal) circumstances the director can appoint someone to any of the following positions.

- (1) President,
- (1) Vice President (not a required position),
- (1) Secretary
- (1) Treasurer

The board may also appoint committee volunteers as it deems necessary for the operation of the football program. The purpose of these volunteers is to be the integral body that serves the interest of the coaching staff and the supported football program.

#### **5.02 BOARD DIRECTORS/OFFICERS POSITIONS**

The officers on the board shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the position of FBC not to

discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, color, religion, or national origin.

- **DIRECTORS:** The board positions will consist of a director, (who will be the Head Coach of the supported football program), and Assistant Director, who will be either the Assistant Head Coach or a coach of the Directors choosing.
- **OFFICERS:** Officers will be President, Vice President, Secretary, Treasurer, and Coach's Liaison. The Vice President is not required in statute and therefore can be held empty if no interested parties come forward or if the position is vacated.
- **POSITION DESCRIPTIONS:**
  - **Director-** The director is the current Head Coach of the supported football program. The Head Coach is the controlling voice of FBC and the parent football Community.
  - **Assistant director-** The assistant director is appointed by the Director aka Head Coach
  - **Coach's Liaison-** The coach's Liaison is appointed by the Director aka Head Coach.
    - Communicates the coaching staff's wishes with the FBC Board members.
    - Communicates to the parent football community on updates (travel plans, scrimmages, game times and locations, etc.)
    - Coordinates with committees for specific events to include, but not limited to:
      - Parents BBQ, Homecoming, Senior night, JV/V banquet.
    - Communicates with the supported football program school administration concerning paperwork and fees.
    - Communicates with the Athletic Department on administrative paperwork/timelines to provide information to the parent football community (registration, game scheduled, busing, eligibility)
  - **President-** The President shall be the chief volunteer officer of the organization. The President shall lead the meetings in performing its duties and responsibilities, including, if present presiding at all meetings of the board members, and shall perform all other duties incident to the office.
  - **VICE President-** In the absence or disability of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall lead the meetings in performing its duties and responsibilities, including, presiding at all meetings on the board members and shall perform all other duties incident to the office.
    - **SECRETARY-** The Secretary shall keep a book of minutes of all meetings and actions of the directors/officers. The minutes shall state the time, place and who is in attendance.

- The Secretary may appoint, with approval of the board an assistant Secretary to assist in performance of all or part of the duties of the Secretary. Any assistant appointed will not have any voting rights.
- **TREASURER**-The Treasurer shall be the lead officer for oversight of the financial condition of the organization. The Treasurer shall:
  - Oversee and keep the board informed of the financial condition of the corporation.
  - Inform the board on the results of any internal financial review. Shall oversee budget preparation.
  - Ensure that appropriate financial reports are done and are made available to the board on a timely basis.
  - The Treasurer may appoint, with the approval of the board, and Assistant Treasurer to assist in performance of all or part of the duties of the Treasurer. Any assistant appointed will not have any voting rights.
- **COMMITTEES**-There will be volunteer committees formed to help facilitate various functions. There will be a committee head and up to 3 committee members. The Committees will deliberate and take ideas and requests to the board of directors/officers for approval. The committees will be formed from within the supported football team community:

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| Football Family BBQ | Homecoming       | Senior night    |
| Fundraising events  | Spirit Wear      | Golf Tournament |
| Media Guide         | Freshman Banquet | V/JV Banquet    |

## 5.03 SELECTION PROCESS

- **WHO CAN PARTICIPATE:**
  - Any person from the supported football community will be able to submit a letter of interest for any non-appointed officer position on the board.
  - All person who are interested in serving on the board, even current officers must submit a letter of interest every year.
- **SELECTION TIME PERIOD:**
  - An announcement will be made towards the end of the season when positions may be available. Generally, between November 15<sup>th</sup> and December 15<sup>th</sup>.
- **WHO RECEIVES THE LETTER OF INTEREST:**
  - Letters of interest will be submitted to the Director and/or Assistant Director. They shall determine, in their sole discretion, who will be eligible to be voted on by the coaching staff and current Board Officers and for which position.

## **5.04 BOARD OF DIRECTOR AND OFFICER TERMS**

- Board of directors will consist of the following: The Director will be the current Head Coach.
- The Assistant Director will be a coach the Head Coach appoints to the position. The Director or Head Coach can change this appointment at any time.
- The Director and Assistant Director will be coaches from within the supported football program.
- All board officers, through the selection process, will be asked to serve a one-year term. The Head Coach reserves the right to excuse a board officer from the selection process and can ask but not require an officer to serve for additional terms.
- Board officers may serve terms in succession if elected.
- The term of office for the Director is contingent upon employment as the supported football program head coach.
- The term of office for the Assistant Director is decided by the Head Coach
- The new board officers shall begin after election, beginning January 1 or the first annual board meeting whichever is earlier.

## **5.05 RESIGNATION AND REMOVAL**

### **RESIGNATION**

- Any officer may resign at any time by giving written or verbal notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party.
- Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice.
- The acceptance of the resignation shall not be necessary to make it effective.
- If a board officer resigns or is removed, the vacated position will be filled according to the following:
  - President-filled ASAP (required to have)
  - Vice-President-not filled (not required)
  - Treasurer-filled ASAP (required to have)
  - Secretary-filled ASAP (required to have)

### **REMOVAL**

- The Voting Members of FBC may remove a board officer at any time, with or without cause with a majority vote.
- Since the Director and the Assistant Director and the four appointed coaches are the controlling voice of the overall body of the FBC. The Director has unilateral authority to remove any board member at any time with or without cause.

- The board of officers may also remove an officer of the board with a majority vote at any time with or without cause.

## **5.06 BOARD DIRECTOR/OFFICER STANDARDS OF CONDUCT**

Each Director/Officer

- Shall discharge his/her duties as a member with some discretionary authority as determined by the Director (Head Coach)
- Shall not engage in behavior that harms the identity or reputation of the supported football team or the football community. Any harassing or hostile behavior as determined by the Director (Head Coach) shall be grounds for immediate removal from the FBC.
- Shall act in good faith to represent FBC in a positive light as determined by the Director (Head Coach).
- Shall act with the care of a reasonably prudent person in a like position would exercise under similar circumstances as determined by the Director (Head Coach)

## **ARTICLE VI**

### **RECORDS, INFORMATION, AUDITS AND REPORTS**

#### **6.01 MINUTES OF MEETINGS:**

FBC shall keep as permanent records in written form or in another form capable of conversion to written form at a location of the officers choosing and agreed upon by the board:

These records will be kept permanently or until 7 years after the dissolution of the 501c3 if dissolved.

- Minutes of all meetings for the current year-Secretary.
- Minutes of all meetings for previous years-Secretary
- Electronic e-mail where a vote was taken
- Electronic texts where a vote was taken (if accessible only)

#### **6.02 IRS AND CORPORATE DOCUMENTATION:**

FBC shall keep a copy of each of the following records at a location of the Treasurer's choosing. IRS records included but bay is not limited to:

- A list of the names and home addresses of its current directors and officers (binder)



- Articles of incorporation (binder)
- Bylaws (binder)
- All Periodic reports filed with the Secretary of State (binder)
- All statements of change and attachments filed with the Secretary of State (binder)
- IRS form 1023 (binder and available for public inspection upon request) copy on order as of 08/16/2022
- IRS Tax exempt letter of approval (binder)
- Annual Financial Statement for Colorado Charitable Organization (binder)
- Previous three years taxes (form 990N, 990EZ or form 990) (binder)
- Employment Records/personnel Records (binder)
- Proof of contributions made by donors (binder)
- Appropriate accounting records (binder)

### **6.03 INSPECTION OF RECORDS, and INTERNAL AUDITS**

- Only a VOTING MEMBER is entitled to inspection. As stated before, the Voting Members consist of 1 Director, 1 Assistant Director, 1 appointed Liaison (if applicable), 4 Board Officers (VP not required), 4 appointed coaches.
- A Voting Member is entitled to inspect a copy, during regular business hours at the nonprofit corporation's principal office, any of the records listed in CRS 7-136-101 (section 5) of the Nonprofit Corporation Act with written notice at least 5 business days before the date on which the voting member wishes to inspect and copy such records only if:
  - The Voting Member has been a member in good standing for at least 3 months prior to the demand for inspection.
  - The demand was made in good faith and for a proper purpose.
  - The member describes the purpose of inspecting and the records the member desires to inspect.
- Upon written request, a Voting Member can request the most recent income and expense sheet showing in reasonable detail its assets and liabilities.
  - The inspection right is limited in scope to:
- The Voting Member that has made the demand for inspection will not share the information with anyone outside of the voting membership.
- If the Voting Member shares the information with individuals outside the Voting Members, the Voting Member can be removed from office and any disciplinary action that is deemed appropriate can be imposed as determined by the board.
- Internal audits may be requested by Voting Members only. An internal audit will be conducted only after a majority vote by the Voting Members. The results of a completed internal Audit will only be shared with the Voting Members.

## **ARTICLE VII AMENDING THE BYLAWS AND ARTICLES OF INCORPORATION**

### **7.01 BYLAW AMENDMENTS**

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the board members, however:

- No amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501c3 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- No amendment can affect a reduction below the number of Voting Members.
- Amendments can be passed by a majority vote of no less than 51% of its board members.

### **7.01 ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be adopted by approval of no less than 51% of the board members.

## **ARTICLE VIII CODE OF ETHICS AND COMPLAINT PROCEDURES**

### **8.01 CODE OF ETHICS.**

- FBC requires and encourages Officers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. Officers and Directors must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws, acts and regulations.
- It is the intent of FBC to adhere to all laws and regulations that apply to a non-profit corporation and the underlying purpose of this policy is to support the organization's goal of legal compliance.

### **8.02 REPORTING.**

- Any Voting Member that reasonably believes some policy, practice, or activity of FBC is in violation of the law, can submit a written complaint to the President of the Board.

### **8.03 ACTING IN GOOD FAITH.**

- Any Voting Member filing a complaint concerning a suspected violation of a law, act or regulation must be acting in “good faith” and have reasonable grounds for believing the information disclosed is a violation.
- Any allegations made by a Voting Member that proves to be unsubstantiated and has been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense for that Voting Member.

### **8.04 CONFIDENTIALITY.**

- Any Voting Member that suspects FBC of a violation can submit their concern on a confidential basis to the President of the Board. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation by the President of the Board or a committee appointed.

### **8.05 HANDLING OF REPORTED COMPLAINT.**

The President or Vice President shall notify the sender and acknowledge receipt of the complaint of a suspected violation within five business days.

All reports shall be investigated by the Board Members or an appointed committee.

If a violation is found, the Board of Directors will be given reasonable time to correct the violation. Because there is not a traditional office or traditional hours, this time to address the violation will be no less than 45 days and not more than 5 months from acknowledgement of the complaint.