

# **CD CROSS COUNTRY BOOSTER ASSOCIATION**

## **Article I**

### **Name and Purpose**

**Section 1.01. Name.** The name of this organization shall be *CD Cross Country Booster Association*.

**Section 1.02. Purpose.** The purpose of the CD Cross Country Booster Association is to support athletes, coaches, and administrators of the Central Dauphin High School Cross Country program by providing financial and volunteer support. The organization does not contemplate pecuniary gain or profit, incidental or otherwise. The organization is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the organization is organized to support, promote, and encourage the Central Dauphin High School Cross Country program and to help provide ways and means of providing for the said program. In pursuance of these purposes, the organization shall do all things necessary, proper, and consistent with maintaining tax exempt status under section 501(c)(3).

## **Article I**

### **Membership**

**Section 2.01. Qualification.** All parents or guardians with a child enrolled and attending Central Dauphin High School, Central Dauphin Middle School, and Linglestown Middle School are eligible to become voting members of the organization by paying the annual dues. All other individuals that have an interest in the organization may become non-voting, advisory members by paying the annual dues.

**Section 2.02 Rights and responsibilities.** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers and review and approve the annual budget.

**Section 2.03. Quorum.** The members present at any membership meeting of the organization, provided at least five (5) voting members are present, shall constitute a quorum for the transaction of business. 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.** There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board.

### **Article III**

#### **Executive Board**

**Section 3.01. Membership.** The Executive Board shall consist of the elected officers of the organization. Central Dauphin School Officials and Coaches shall be non-voting, advisory members of the Executive Board.

**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 it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, approve amendments to these bylaws, and, in general, conduct the business and activities of the organization.

**Section 3.03. Meetings.** The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

**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 Executive Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Board or of the committee as the case may be.

**Section 3.06. Participation in Meeting by Conference Telephone.** Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**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 President, one or more Vice Presidents, a Secretary and 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.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in March of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced at the April meeting to the membership. 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. Officers shall be elected at the May meeting of the organization by the voting members present. New officers shall be installed at the June meeting of the organization.

**Section 4.03. Term.** Officers shall serve a one-year term. The term runs from July 1 to June 30. Officers may be elected to unlimited, consecutive terms.

**Section 4.04. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

## **Article V**

### **Duties of Officers**

**Section 5.01. President** 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 at 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 exofficio member of all committees of the organization.

**Section 5.02. Vice-Presidents** There shall be a Vice-President of Administration, a Vice-President of Membership, and a Vice-President of Fundraising. The Vice-Presidents shall be members of the Executive Board. In absence of the President, the

Vice-President of Administration shall perform the duties of the President. The Vice-Presidents 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, and, in general, perform all duties incident to the office of 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 shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

## **Article VI**

### **Finances**

**Section 6.01. Budget.** The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

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

**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 the Treasurer, President, or by any other person as authorized in writing by the Executive Board.

**Section 6.05. Banking.** The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

**Section 6.06. Financial controls.** The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- (b) checks exceeding \$1000 must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the organization shall include above the signature line a notice to this requirement;
- (c) an officer or other person without check signing authority designated by the Executive Board shall review all bank statements; and,
- (d) a committee of at least two (2) persons without check signing authority

shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

**Section 6.07. Financial Report.** The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more Executive Board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100,000-\$200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

**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. 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                                                                                                                                 | HOW TO STORE                              | PERIOD OF TIME                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------------------------------------------------------|
| Year-End Treasurer's Financial Report/Statement                                                                                        | Store in corporate record book.           | <b><u>Permanent</u></b>                                                          |
| Treasurer's Reports, Periodic                                                                                                          | Compile & file records on yearly basis.   | <b><u>Three Years.</u></b> Store w/financial records. Destroy after three years. |
| Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents | Compile & file records on a yearly basis. | <b><u>Seven Years.</u></b> Store w/financial records. Destroy after seven years. |

## ARTICLE VII

### CONFLICTS OF INTEREST

**Section 7.01. Existence of Conflict, Disclosure.** The Executive Board and members of the organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Executive Board member or voting member competes or appears to compete with the interests of the organization. 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 Executive 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. Nonparticipation in Vote.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting. However, the person may be permitted to provide the Executive Board with any and all relevant information.

**Section 7.03. Minutes of Meeting.** The minutes of the meeting of the Executive 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 furnished to each member of the Executive Board and each voting member who is presently serving the organization, or who hereafter becomes associated with the organization. This policy shall be reviewed annually for information and guidance of the Executive Board and voting members.

## **ARTICLE VIII INDEMNIFICATION**

Every Executive Board member and voting member of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Executive Board or voting members 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 Executive Board or voting member of the organization, 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 Executive Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Executive Board or voting member is entitled.

## **ARTICLE IX**

### **AMENDMENTS**

These bylaws may be amended at any regular or special meeting of the Executive Board by a majority vote of the members present, provided that at least thirty (30) days notice of the proposed amendments has been made to the Executive Board, or alternatively the Executive Board waives the required notice.