

# BYLAWS

## NC Eagles Booster Club, LLC

### Article I Name and Purpose

**Section 1.01. Name.** The name of this organization shall be NC Eagles Booster Club, LLC.

**Section 1.02. Purpose.** The organization is organized and operated for the charitable and educational purposes of North Clayton High School

### Article II Membership

**Section 2.01. Qualification.** All parents, guardians, or other persons with a child enrolled and attending North Clayton High School as well as community members and Alumni, shall be considered voting members of the organization. The Principal, Assistant Principals, and members of the licensed teaching staff 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 on the committees, 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.** The members present at any membership meeting of the organization, provided three (3) or more 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 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 candidates are presented. Elections will take place in June. 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 three (3) 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.

**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, 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.** The Board of Directors or any committee can act without holding a meeting if all members agree in writing. This written consent must specify the action being approved. These written consents are as valid as a unanimous vote in a meeting.

Additionally, for the Executive Board, actions can be approved through collective votes during phone meetings or via text messages, provided that all members participate and agree in writing. These approvals will also carry the same weight as a unanimous vote in a formal meeting.

**Section 3.06. Participation in Meeting by Video or Audio Conference Call.** Members of the Executive Board may participate in a meeting through use of video or audio software/applications 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, 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 May of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible and should be current on their Booster Club Dues. 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 June meeting of the organization by the members present. Officers shall assume their official duties on the date of Open House of the current school year following their election.

**Section 4.03. Term.** Officers shall serve a one-year term.

**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.

## **Section 4.06. Executive Board Participation and Presence**

### **A. Attendance Requirements**

1. **Regular Meetings:** Executive Board members are required to attend all regularly scheduled meetings. Attendance may be in person or via virtual means, such as teleconference or video conference, as determined by the Board.
2. **Special Meetings:** Attendance at special meetings is mandatory unless previously excused by the President or Vice President due to valid reasons such as emergencies or unavoidable conflicts.

### **B. Participation Standards**

1. **Active Participation:** Executive Board members are expected to actively participate in discussions, provide input on agenda items, and contribute to decision-making processes.
2. **Preparation:** Members must review all materials distributed prior to meetings to be adequately prepared for discussions and votes.

### **C. Absences**

1. **Excused Absences:** Members may request an excused absence by notifying the President or Secretary in advance. If an Executive Board member cannot attend a regular meeting, they should provide 24-48 hours' notice whenever possible.
2. **Unexcused Absences:** Any absence without prior notification or valid reason will be considered unexcused. Repeated unexcused absences may result in removal from the Board.

### **E. Electronic Participation**

1. **Virtual Attendance:** Executive Board members may participate in meetings via teleconference, video conference, or other electronic means that allow for real-time communication.
2. **Voting:** Members participating electronically are eligible to vote on matters as if they were physically present.

### **F. Removal**

1. **Grounds for Removal:** Executive Board members and Members may be removed from their position if they participate in the following:
  - Inappropriate behavior, rude and Illicit communication with the Executive Board, Members, School and County Administrators
  - Behaviors that misrepresent the NC Eagles Booster Club LLC

2. **Procedure:** Removal of a member requires a majority vote of the remaining Executive Board members.

#### **G. Record of Attendance**

1. **Meeting Minutes:** The Secretary shall maintain a record of attendance for all Executive Board meetings, noting members present, absent, excused, and participating electronically.
2. **Reporting:** Attendance records shall be reviewed periodically by the Board to ensure compliance with participation requirements.

By adhering to these guidelines, the Executive Board can ensure consistent participation and maintain the effectiveness and integrity of its governance.

### **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 vote only in the case of a tie in a vote of the Executive Board or the membership.

**Section 5.02. 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 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 numbered receipts 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, School Principal, and stakeholders.
- 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.

## **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 or by any other person as authorized in writing by the Executive Board, except that checks of \$250 or more must have the signature of at least two officers, such as one of the Treasurers and the President and Vice President. Checks shall bear notice of this requirement above the signature line as follows, "**Two signatures required for checks in the amount of \$250 or more.**"

**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. Sequentially numbered receipts 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. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. **No personal charging on the card by the authorized users shall be allowed.**

**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:

- 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;
- Checks exceeding \$250 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;
- An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis; and,
- 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 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 August 1 to July 31 but may be changed by resolution of the Executive Board.

**Section 6.09. 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	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, and/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 w/financial records. Destroy after seven years.
Treasurer's reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three (3) Years Store w/ financial records. Destroy after three years.

## **ARTICLE VII Conflicts of Interest**

**Section 7.01. Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of 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 director, officer, staff member or contractor 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 Board of Directors 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 Board of Directors, 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 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 furnished to each director or officer, employee and/or contractor 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 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 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 that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.