

CARROLL EMERALD BELLES BOOSTER CLUB BY-LAWS

ARTICLE I

Name of Organization

- Section 1. The name of the organization is CARROLL EMERALD BELLES BOOSTER CLUB (hereinafter referred to as the “Booster Club”).
- Section 2. The principal office of the Booster Club is to be located in the City of Southlake, Tarrant County, Texas.

ARTICLE II

Purpose & Objectives

- Section 1. The Booster Club is organized exclusively for charitable and educational purposes, and to foster competitive dancers in amateur competition and performances within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Booster Club shall be and is a non-profit corporation under the laws of the State of Texas.
- Section 2. The objectives of the Booster Club are:
- A. To support the activities of the Southlake Carroll Emerald Belles Drill Team (“Emerald Belles”) through their educational and charitable purposes; and
 - B. To foster the Emerald Belles as dancers in amateur dance competitions and performances.
- Section 3. These objectives of the Booster Club are attained by supporting the Emerald Belles members as they train for and participate in athletic dance competitions and interscholastic competitions, and as they, as student leaders, provide school spirit through their participation in Southlake Carroll Dragon athletic events, by boosting morale of athletes and students, encouraging better sportsmanship among fans and athletes, training for competitions and participating in interscholastic competitions, participating as student representatives in public programs, and participating with leadership through example.
- Section 4. The objectives of the Booster Club will be met by the following basic policies:
- A. The Board shall have sole right to govern and control all activities through its officers.
 - B. The Booster Club will work with the Carroll Independent School District and/or individual schools therein to provide quality student leadership, through the Emerald Belles, for all students. The Booster Club will work

to promote the welfare and objectives of the drill team by providing aid and guidance when requested.

- C. The Booster Club will respect University Interscholastic League (“UIL”) guidelines, despite the drill team's non-UIL status.
- D. It is not the purpose of the Booster Club to discuss dance and drill team and school policies in individual situations at meetings.

Section 5. No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributed to, its members, or officers except that the Booster Club 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 above. Notwithstanding any provision of these Articles, the Booster Club shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Board of Directors

Section 1. The Board of Directors (the “Board”) of the Booster Club is vested with the management of the business and affairs of the organization. The Board shall consist of a minimum of five (5) directors all of which shall also serve as officers of the Booster Club.

Section 2. The term for directors shall coincide with that of elected officers; namely, from the time they are elected at the general meeting in May until the election of the new directors/officers in May of the following year. Likewise, directors shall be appointed consistent with that of officers as set forth in Article IV, Sections 3 and 4.

Section 3. An annual general meeting of the Board shall be held in May of each year or at such other time determined by the Board. Subsequent meetings of the Board shall occur as often as necessary to address any matter requiring Board action. Any two (2) directors of the Booster Club may call a special meeting of the directors at any time upon giving ten (10) day notice of the time, place, and purpose of the proposed meeting. A two-thirds (2/3) majority vote of the directors is required for action. However, action without a meeting may be accomplished by obtaining the assent in person or via email of all directors to a proposed action.

- Section 4. The Board shall nominate a slate of director nominees annually in the Spring to be presented to the general membership, which shall be presented and voted upon by those in attendance at the annual general membership meeting following team tryouts. Nominations may also be made from the floor with the prior consent of the nominee. All candidates must have at least one (1) year of prior Booster Club membership participation. A majority of the votes cast by persons in attendance and legally entitled to vote is necessary for election. If any one candidate does not receive a majority vote, a runoff is held between the two (2) candidates receiving the highest number of votes. Should a runoff result in a tie, the balloting continues until one (1) candidate receives a majority vote. All candidates must be active members of the Booster Club under Article VI, Sections 3 and 7, and within good standing as described in Article VI, Sections 3 and 5.

ARTICLE IV

Officers

- Section 1. The officers of this organization shall consist of an Executive Director, an Assistance Executive Director, a President, a Vice-President, a Secretary, a Treasurer and a Parliamentarian. The Executive Director shall be the Emerald Belle Director and the Assistant Executive Director shall be the Assistant Director of the Emerald Belles. Officers shall also serve as directors of the Booster Club. The Club may also have a Tax Officer from time to time who is not a director.
- Section 2. Unlike directors, officers do not have general membership voting rights. Thus, when participating in voting actions, officers also serving as directors of the Booster Club shall vote only in their capacities as directors.
- Section 3. New officers shall take office in May. The term for current elected officers ends upon the election of new officers. No member shall be eligible to serve more than two (2) consecutive terms in the same office with the exception of the Executive Director and the Assistant Executive Director.
- Section 4. The President Shall:
- A. Convene and preside over all regularly scheduled board and membership meetings.
 - B. Have general supervision of the affairs of the organization and shall be an ex-officio member of all committees except for the Nominating Committee.
 - C. Sign or countersign all contracts and other instruments of the organization.
 - D. Shall represent the Booster Club at various meetings and programs at the request of the school district and/or the Carroll Senior High School or Carroll High School principals as the need arises.
 - E. Schedule annual audit of records or request an audit if the need should arise during the year.

- F. Perform all such other duties as are incident to the office of and are properly required of the office by the membership.

Section 5. A. The Parliamentarian shall:

- B. Advise the Board on Parliamentary Procedure, laws governing the Booster Club's non-profit status, UIL guidelines, and the policies and procedures of the Carroll Independent School District to ensure the organization is functioning in accordance with its By-Laws, State and Federal laws, and applicable UIL and District guidelines.
- C. May make recommendations for amendments to the By-Laws as the need arises.
- D. Draft all documents relating to the operations of the Booster Club including, but not limited to, amendments to By-Laws, corporate filings, contracts, waivers, and conflicts of interest.
- E. Maintain copies of all corporate documents and filings including, but not limited to, Certificate of Formation, By-Laws (and all amendments thereto), Conflict of Interest Policies, and 501(c)(3) filings.
- F. Assist the Treasurer in the filing of all Federal and State Tax forms.
- G. Perform such other duties as may be assigned by the President or the Board.

Section 6. The Secretary shall:

- A. Issue notices as may be required for all meetings of the organization.
- B. Record and retain the minutes of all regular meetings and Board meetings and provide copies to each Board member within a timely manner following Booster Club meetings.
- C. Make such reports and perform such duties as incident to this office and are properly required.
- D. Attend to all correspondence of the Booster Club.
- E. Maintain a permanent file with copies of notices and correspondence concerning the Booster Club.
- F. Perform such other duties as may be assigned by the President or the Board.

Section 7. The Treasurer shall:

- A. Have custody of all funds and securities of the Booster Club and disburse or deposit same in the name of the organization in such banks as directed.
- B. Sign all checks, drafts, notes, and money orders of the payment of money, such instruments in excess of One Thousand dollars (\$1,000.00) shall require the counter signature of the President.
- C. Have the books available at all times for exhibitions as well as any accounts to any officer.
- D. Be in charge of the directors/officers being bonded and insured annually.

- E. Timely prepare (or cause to be prepared) and file Form 990 per the Federal Tax Laws and submit a copy of this filing to the District's Financial Services office no later than the date the report is due to the IRS, if no tax officer is serving.
- F. Timely prepare (or cause to be prepared) and file the Texas Sales and Use Tax Return as required, either quarterly or yearly, by the State of Texas Comptroller, if no tax officer is serving.
- G. Prepare 1099 MISC forms for third parties, if applicable.
- H. Submit records to audit committee appointed by the organization upon request or at the end of the year.
- I. File current financial reports with the campus principal and District's Financial Services Department on an annual basis, no later than 9/30/YYYY each year.
- J. Submit GASB 39 information form to the District's Financial Services Department annually by August 1.
- K. Perform such other duties as may be assigned by the President or the Board.

Section 8. The Vice President shall:

- A. Support the President in execution and supervision of Booster Club affairs, according to the Bylaws.
- B. Serve as an advisor to the President in the president's function of principal representative and spokesperson for the Booster Club.
- C. Assume the duties of the President in case of the President's resignation, absence, or inability to act.
- D. Coordinate and publicize business affiliated fundraising programs, such as Amazon Smile, Tom Thumb Good Neighbor, etc. These are programs in which Booster Club benefits from purchases by participants when Booster Club is designated as beneficiary.
- E. Each Spring before the May general meeting, coordinate formation of the next school year's committees and efforts to find chair(s) and shadows for each committee. Then, make open committee slots available for sign up to all members at the new team meeting after team tryouts.
- F. Perform such other duties as may be assigned by the President or the Board.

Section 9. The Tax Officer shall:

- A. Have authority to prepare or oversee the preparation of tax filings, the signing of tax filings and the filing of tax reports or filings.
- B. Have the authority to discuss, negotiate and settle tax matters on behalf of the Club with any government agency or authority.

- Section 10. If any office becomes vacant during the term, it shall be the responsibility of the directors to promptly appoint a successor to such office to serve for the remainder of the term.
- Section 11. All newly elected officers shall be required to sign the Booster Club's Conflict of Interest Policy upon assumption of office. All records from the previous Board and committees, including minutes of meetings, notes on the year's events, treasurer's reports, other summaries and instructions, shall be transferred to the new officers/directors within thirty (30) days of election in order to provide for the transfer of responsibility.

ARTICLE V

Committees

- Section 1. In addition to the Board of Directors, the Booster Club shall have committees which shall assist the Board in carrying out the goals of the organization. An example of possible committees is listed in Exhibit A. The Vice President shall advise the Board and coordinate to form Booster Club committees each year. The Secretary shall maintain a list of each year's committees, chairs, and members.
- Section 2. Except for the Audit Committee, which is required, the Board shall have discretion to determine and form committees each year according to the needs and activities of the Booster Club. Additional committees may be deemed necessary by the Board to effectuate the purpose and needs of the Booster Club. Additional committees may be adopted or existing committees removed at any time by a majority vote of the Board.
- Section 3. All committees shall each have a chair elected by the Board.
- Section 4. Terms for committee chairs shall end upon the election of the new committee chairs.
- Section 5. Committees should meet as often as necessary to fulfill the purposes for which they are appointed. Committee chairs shall make regular reports to the Board President concerning the committee's plans, recommendations, concerns, budgets, and expenditures to facilitate information being passed to the Board, Directors and/or school officials. All committee members are expected to be willing and available to help with all events and projects with which their respective committee is involved. Lack of participation without notification and good cause is grounds for removal of a member from a committee.
- Section 6. Audit Committee
- At the end of the fiscal year, an audit of the organization's financial records will be conducted. The audit will be performed by an Audit Committee of three individuals who are independent from the day-to-day financial activities. The primary objectives of the audit are to:

- A. Verify the accuracy of the treasurer's financial reports;
- B. Ensure that the club's cash balances are accurate;
- C. Determine that established procedures for handling organization funds have been followed;
- D. Ensure that expenditures have been appropriately received and occurred in a manner consistent with the organization's bylaws;
- E. Ensure that all revenues have been appropriately received and recorded;
- F. Submit a copy of the audited financial report to the Director of Finance no later than August 1 following the end of the fiscal year.

Article VI

Members

- Section 1. Any person who supports the objectives of the Emerald Belles and is willing to uphold its policies and subscribe to its By-Laws, including paying membership dues, may become a member. Members do not manage the organization.
- Section 2. Members are encouraged and should make every effort to communicate and coordinate directly with the President regarding matters of inquiry or direction that deal with the planning, scheduling, and coordinating of activities and events in which the varsity drill team will participate. Matters which are personal or confidential in nature should be addressed directly with the Emerald Belle Director, Emerald Belle Assistant Director, or school officials .
- Section 3. All Booster Club members are encouraged to attend monthly general meetings and participation in at least one (1) committee is strongly recommended. All members are expected to be willing and available to help with all major events and projects including, but not limited to, fundraising activities.
- Section 4. Membership shall be renewable year-to-year as long as the member meets the requirements set forth. The annual term of membership shall be from May to April.
- Section 5. A member in good standing is defined as one who has:
- A. Agreed to uphold the By-Laws;
 - B. Participates actively in at least one (1) fundraising or support activity; and
 - C. Upholds the financial responsibilities associated with the student's participation on the drill team; having no monies outstanding to the Booster Club during the preceding twelve (12) months that existed for a period of more than sixty (60) days.
- Section 6. Termination of a membership will be made by a majority of the members in good standing present at a meeting when a member in question has:

- A. Displayed disregard for the By-Laws and/or;
- B. Committed some fraudulent act against the Booster Club.

Section 7. Members in good standing shall be entitled to all membership benefits but may only act at a properly called meeting where a quorum is present- Only those in attendance who are legally entitled to vote (i.e. active members in good standing and eighteen (18) years of age or older) will be allowed to vote on Booster Club business including the election of officers and committee chairmen.

ARTICLE VII

Meetings and Voting

Section 1 Each member of the Booster Club shall be entitled to one (1) vote on each matter submitted for a vote at a regular or special membership meeting on matters on which members are voting.

Section 2 Regular general membership meetings will be set by the Board which shall typically be held the 1st Tuesday of each month during the regular school year; time and place to be announced. The Board may cancel any such meeting upon giving notice to all members at least one (1) day in advance of the meeting.

Section 3. Special meetings of the membership may be called by any two (2) directors at any time for any given cause. That cause shall be the only business to be brought before the body and properly voted on during such meeting. Notice of special meeting will be sent to all members in good standing at least ten (10) days in advance of the meeting. Any business brought before a special meeting and properly voted on shall have the same effect as matters brought before a regular meeting.

Section 4. Notice of meeting of the organization shall be by public announcement, personal contact, mail, e-mail, or by posting on a designated website.

Section 5. A quorum of the membership shall consist of all members present at said meeting. A simple majority vote (more than half the votes cast) of such quorum shall decide any proper questions that may come before the meeting.

ARTICLE VIII

Dues

Section 1. Family membership dues are non-transferable and payable annually at the May general membership. Each year the Board, in consultation with the Treasurer, shall determine the membership dues and publicize to potential members. Members of a family must have the same mailing address. A Twenty-Five dollar (\$25.00) NSF fee will be charged for all returned checks.

- Section 2. When documented expenses warrant an increase in yearly dues, the current officers can recommend a change for increased dues for the following year's membership. That recommendation will be considered and voted on by the Board.
- Section 3. The Booster Club has the option to waive membership dues and/or provide financial assistance not to exceed Two Hundred dollars (\$200.00) for hardship (a state of misfortune or affliction) situations to assist any Booster Club family in need. This will be considered and voted on by the Board as necessary.
- Section 4. The Booster Club's fiscal year shall be from May 1 to April 30.

ARTICLE IX

Profits

- Section 1. This organization is not-for-profit, and no part of the net earnings shall inure to the benefit of any member. Any profits derived from the operation of the Booster Club are to be used for the promotion or the objectives of the organization or may be donated.
- Section 2. No member shall have an ownership interest in the assets of the Booster Club and under no circumstances shall a member be entitled to a distributive share of the assets of the organization upon dissolution. No part of the net earnings of the organization shall inure to the benefit of any officer, director, or member of the Booster Club.

ARTICLE X

Record Retention and Destruction Policy

- Section 1. Purpose: Booster Club has established a Record Retention and Destruction Policy "Records Policy" to ensure that its records and documents are protected, maintained, and destroyed in a manner that is consistent with the legal requirements and principles of good governance.
- Section 2. Scope: The Records Policy applies to all records generated in the course of Booster Club operations, including both original documents and reproductions, and paper and electronic documents, including records stored on computers. Attached as **Exhibit B** is the Record Retention Schedule, which sets forth the retention and disposal schedule for the Booster Club records.
- Section 3. Administration: The Treasurer is responsible for administering the Records Policy and implementing processes and procedures to ensure it is followed. The Treasurer is authorized to undertake the following actions: (i) modify the Record Retention Schedule from time to time to ensure it follows local, state and federal laws and includes the appropriate document and record categories; (ii) monitor local, state and federal laws affecting record retention; (iii) annually review the

record retention and disposal program; and (iv) monitor compliance with this Policy.

- Section 4. Records are to be retained for at least the minimum period outlined in **Appendix B**, or by contract, or by applicable state law or regulation, whichever is longer. Subject to any limitation set forth in this Policy, draft, working, or reference documents should be discarded when they are superseded by a final document or are no longer in daily use. However, drafts and working documents that are exchanged externally in the course of any transaction should be retained for as long as the final documents are required to be retained. In general, the retained copy of a record should not contain personal notations, other than the author's signature.
- Section 5. Destruction: records that are no longer required, or have satisfied their required periods of retention, should be destroyed in a manner that ensures that all sensitive or confidential material can no longer be read or interpreted. Paper documents should be shredded, and electronic documents should be erased or otherwise rendered unreadable.
- Section 6. All records, including electronic, that potentially may be relevant to an official proceeding, or that are relevant to a pending or anticipated legal proceeding, investigation, or audit, must be carefully preserved and maintained for the duration of the proceeding, investigation or audit in addition to any applicable record retention period set forth in this Policy. If the Booster Club receives notice of, or reasonably anticipates, a legal proceeding, investigation or audit, the President shall promptly inform the directors, officers, and contractors to suspend any further destruction of records under this Policy until such time as the President, with the advice of counsel, determines otherwise.

ARTICLE XI

Dissolution

- Section 1. Upon dissolution of the Booster Club, after all its liabilities and obligations have been discharged or adequate provisions made thereof, assets of the Booster Club shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding sections of any future federal tax code, or to local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Tarrant County, Texas, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Amendments

- Section 1. The By-Laws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) majority vote of the Board of Directors at any regular meeting where such action has been announced in the call and notice of such meeting.

ARTICLE XIII
Authority

- Section 1. The Robert's Rules of Parliamentary Procedure shall be the controlling rules of procedure. Any conflict shall be governed by the following precedence: the Robert's Rules of Parliamentary Procedure shall govern first; the By-Laws of the organization shall govern second and the UIL Booster Club Guidelines third.

CERTIFICATION

I hereby certify that these By-Laws were approved by the Directors.

Dated: _____

Joan Kay, Secretary

EXHIBIT A

Example of Committees

- A. Audit
- B. Belle Banquet
- C. Belle Care
- D. Belle Dragon Cards
- E. Chick-fil-A Game Day Gifts
- F. Community Sky Box Fundraiser
- G. Directory Liaison
- H. Dragon Buttons
- I. Email Communications
- J. Holiday Tea
- K. Junior Belle Clinic
- L. Locker Room Angels
- M. Patches for Letter Jackets
- N. Parent Get Together
- O. Pool Party Hostess
- P. Publicity/Still Photography
- Q. Sponsorships
- R. Spirit Wear
- S. Tailgating Coordinator
- T. Videographers
- U. End of Year Video
- V. Webmaster

EXHIBIT B

RECORD RETENTION SCHEDULE

The following retention periods apply to both physical and electronic documents. If no physical copy of an electronic document is retained, the means to “read” the electronic document must also be retained.

Accounting, Legal and Finance

<u>Record Type</u>	<u>Retention Period</u>
Accounts payable & accounts receivable ledgers and schedules	7 years
Annual audit reports and financial statements	Permanent
Annual audit records, including work papers and other documents that relate to the audit	7 years after completion of audit
Bank statements and canceled checks	7 years
Credit card numbers	Full credit card numbers should not be retained any longer than immediate business needs and merchant account agreements dictate.
Expense reports	7 years
General ledgers	Permanent
Notes receivable ledgers and schedules	7 years
Investment records	7 years after sale of investment
Opinions of counsel	Permanent
Legal correspondence	Permanent
Legal settlement or court ruling records	Permanent

Corporate Records

<u>Record Type</u>	<u>Retention Period</u>
Corporate records (minute books, signed minutes of the Board and all committees, corporate seals, articles of incorporation, bylaws, annual corporate reports)	Permanent

Contracts and related correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination
Licenses and permits	Permanent
Trademark, Patent and Copyright registrations	Permanent

Tax Records

<u>Record Type</u>	<u>Retention Period</u>
Federal and state tax-exemption determinations	Permanent
IRS rulings	Permanent
Sales & use and other excise tax records	7 years
Tax bills, receipts, and statements	7 years
Income, franchise and property tax returns	Permanent
Annual information returns – Federal Form 990 and State returns	Permanent
IRS or other government audit records	Permanent
Payroll tax records	7 years

Insurance Records

<u>Record Type</u>	<u>Retention Period</u>
Directors and Officers insurance policy	Permanent
General Liability Insurance Policy	Permanent
Insurance claims applications, disbursements & denials	Permanent

Employment Records

<u>Record Type</u>	<u>Retention Period</u>
Employee handbooks	1 copy kept permanently

Employee personnel records, including application forms, attendance records, job or status changes, performance evaluations, termination papers, test results, training records	6 years after separation
Records pertaining to non-hired applicants, including applications and resumes, results of background checks, and related correspondence	2 years (4 years if file contains any correspondence that could be construed as an offer)
Employee benefit plans	6 years after termination of plan
Summary Plan Descriptions, Summary Annual Reports, and other ERISA records	6 years after date of filing
Records regarding job-related injuries and illnesses	5 years
Records of monitoring exposure to hazardous materials	30 years
Family and Medical Leave Act records	3 years
Form I-9	3 years after hiring, or 1 year after separation if later
Employee earnings records	7 years after separation

Property Records

<u>Record Type</u>	<u>Retention Period</u>
Property deeds, assessments, licenses, rights of way	Permanent
Property insurance policies	Permanent

Contribution Records

<u>Record Type</u>	<u>Retention Period</u>
Records of contributions	7 years
Documents evidencing terms, conditions or restrictions on gifts	7 years after funds are expended

Electronic Records

<u>Record Type</u>	<u>Retention Period</u>
Electronic mail	1 year (potentially longer if it contains an electronic record)
Electronic records (e.g. PDF files, word documents)	Retention period depends on subject matter of the electronic record

