

Lewis Central Booster Club, Inc.

Amended Bylaws

Amended July, 1994; May, 1996, and March, 2002 Printed March, 2002 Amended May, 2009.

Bylaws For The **Lewis Central Booster Club, Inc.**

Article I Name

This non-profit corporation shall be known as the Lewis Central Booster Club, Inc. The Lewis Central Boost Club is an all volunteer organization and as such there is no compensation to any individual associated with the membership or board of directors.

Article II MISSION

To support and promote excellence among students, faculty, staff and administration in the Lewis Central School District Schools, including, but not limited to areas of education, music, fine arts, extracurricular activities, sportsmanship, and school spirit, together with such other activities and events connected with the school district as allowed by Iowa law.

Article III Membership

Qualification: Any interested individual who is not a current student in the Lewis Central Community School District, upon payment of the usual fees and dues prescribed by the Board of Directors, may become a member of this organization.

(A) Membership year begins August 1 and ends July 31 of each year to conform to the school activity year.

(B) Termination:

1. Non-payment of dues. Dues must be paid no later than October of each year.
2. Membership may be suspended or revoked for conduct evidencing a disregard for the mission and purposes of the organization. Any member of the Booster Club may be suspended or removed by the decision of the Executive Committee whenever in its judgment the best interests of the Lewis Central Booster Club are not being served.

Article IV Membership Fees

The booster club membership fees, (corporate and general memberships) shall be set for the next academic/school year by the Board of Directors at the July meeting.

Article V General Membership Meetings

(A) The organization's general membership meeting shall be held on the first Wednesday of April, each year. Location and time will be announced through various media, mail and electronic sources. The purpose of this meeting will be to elect Board members, vote on the annual budget and conduct other general membership business.

(B) Special Meetings: Special meetings shall be held upon the call of a Board of Director member or at the written request to the President of the Booster Club by three general membership members. A three days advance notice of the special meeting shall be given to all members through local media, e-mail, notices on the Lewis Central Booster Club website, direct mail or telephone.

(C) Quorum: A quorum for the annual or special membership meeting shall consist of twenty members of the Booster Club.

(D) Meeting Format: All meetings of the corporation shall be conducted using parliamentary procedure according to Roberts Rules of Order.

(E) Club members are encouraged to attend monthly Board of Directors meetings, participate in discussion and present additional agenda items to the Board President prior to the regularly scheduled monthly meeting.

(F) All current members of the Booster Club shall be entitled to vote at General or Special membership meetings.

Article VI Board of Directors

(A) The corporation shall be governed by a Board of Directors, with a minimum of 15 members but not to exceed 21 members, elected for staggered three year terms. No more than two exiting Directors may be re-elected to a new term each year. No Director shall serve more than two consecutive three-year terms. The Board of Directors shall be responsible for establishing policy, operating guidelines and procedures and directing operation of club activities.

(B) A member of the Board of Directors shall be a member in good standing of the Booster Club, at the time of their selection and during their years of service.

(C) If a board member is unable to attend the monthly meeting, he/she may ask a former board member to act as a proxy for that meeting. Any former Lewis Central Booster Club, Board Of Directors, (hereafter known as LCBC BOD) member from the last three years will be allowed as a proxy for a current board member. A proxy will have all the rights and responsibilities as a regular board member during the meeting they are attending. They have the right to vote, make motions, offer suggestions etc.

(D) **Directors Code of Conduct:** Those acting on behalf of the Lewis Central Booster Club

Board of Directors have a general duty to conduct themselves in a manner that will maintain and strengthen the trust and confidence in the integrity of the LCBC and reflect favorably towards Lewis Central District Schools. Dedication to the LCBC's mission, vision, and core values, high moral and ethical values are expected of all members. This includes the responsible and prudent management of LCBC funds and assets. They will take no actions which would be considered inappropriate or incompatible with their obligations as a member of the LCBC BOD. The chief function of all members of the LCBC is to serve the best interests of our constituency.

1. Members charged or convicted of crimes, misdemeanors, or cited with other actions which would reflect poorly upon the Lewis Center Booster Club (LCBC BOD) or the Lewis Central School District may be removed or suspended from membership pending the outcome of the trial or criminal process. However, the board may choose to dismiss said individual(s) regardless of the outcome of the legal proceedings upon review by the Board.
2. Members will give full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with the Booster Club, governance and the administration of its business. The Board will be in compliance with all applicable governmental laws, rules and regulations. All confidential or privileged material will be handled in an appropriate and respectful manner. Code violations should be reported immediately to the appropriate person or persons within the organization.
3. All members are to be treated with respect, equity, and fairness regardless of race, religion, gender, ability, age, sexual orientation, or national origin.
4. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
5. Compliance with all applicable governmental laws, rules and regulations.
6. Respect and protection of all confidential and/or privileged information to which we have access to in the course of our duties.
7. Personal accountability for adherence to this Code of Conduct.

(E) **Violation of the code of conduct:** If the member in question is a member of the Board of Directors, the Board will meet without the member in question, to discuss the possibility of dismissal or suspension. However, such removal shall be without prejudice towards the person so removed.

All directors, officers and members of the organization have the responsibility to comply with the Code of Conduct and to report any and all violations and suspected violations in accordance with the Whistleblower Policy.

(F) **Conflict of Interest:** All officers and directors of the LCBC have a duty of loyalty to the

LCBC and must therefore avoid any actual or apparent conflict of interest regarding the LCBC. A “conflict of interest” exists whenever an individual’s private interests interferes or conflicts in any way (or even appears to conflict) with the interests of the LCBC.

1. A conflict of interest can arise when a member takes actions or has interests which may make it difficult to perform his/her duties, or when a member of his/her family receives improper benefits as a result of his/her position as a member of the board of directors through a third party.
2. A director who knows that a conflict of interest may exist must inform the board of that possibility.
3. The director must disclose all of the facts and circumstances to the board of directors, so that the board may determine if a conflict does exist.
4. The director(s) involved in a potential conflict of interest, must remove themselves from the discussion and leave the board room so that their presence does not influence or interfere with the board discussion.
5. Minutes should document the potential conflict of interest, names of person(s) who disclosed or were found to have a financial interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board or committee’s decision as to whether a conflict of interest in fact existed.
6. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

(H) Reporting Process: Any member of the general membership or the Board of Directors may report their concerns or suspicions confidentially and to any member of the Executive Board (President, Vice-President, Secretary or Treasurer) or they make contact the Audit Committee of the Board, Schroer & Associates, Diane McGrain, at 322-8734.

1. **Volunteer Complainants:** Attempts should be made to settle the issue quickly by discussion with the members in question. If they wish to lodge a formal complaint they may do so by:
 - a. Submitting details of the complaint (in writing) to the President of the LCBC BOD.
 - b. The president will acknowledge receipt of said complaint in writing to complainant along with an expected timeline for response.
 - c. Investigate the complaint and provide an update to complainant.

d. Provide response in writing within four weeks of receiving complaint.

e. Appeals regarding the discussion may be made directly to the Audit Committee, Schroer & Associates.

Whistleblower Policy and Retaliation: The LCBC prohibits retaliation of any kind on or on the behalf of the Board of Directors or its members. Any and all allegations and complaints will be investigated fully in conjunction with the Board's Audit Committee. Under the LCBC Whistleblower Policy it is a violation of our Code of Conduct if a member knows of unethical conduct and they remain silent on the issue.

Retention of Records: The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. This policy provides for a systematic review, retention, and destruction of documents received or created by the LCBC. Records are retained according to the guidelines required by State and Federal Laws. Accounting rules and regulations may require longer retention of records.

If the LCBC is notified of a legal proceeding filed against it the board will issue a "preservation of records notice" or "legal hold" which requires the Board and any member who has records personal or otherwise, to maintain such records until the legal proceedings are complete and retention is no longer necessary. All records of a confidential nature or financial reports must be shredded when no longer required by law to be held by the organization.

Article VII Board of Directors Meetings

(A) **Meetings:** The Board of Directors shall meet on the first Wednesday of each month, based on the availability of the facilities. The meeting location will be established by the Board of Directors. The location of each regular monthly meeting will be posted on the Lewis Central Booster Club website at the Lewis Central High School and other such places as will provide notice to those that would be interested in attending. The Board of Directors also may meet at such other times and places as are agreed upon in advance of the regular monthly meeting.

(B) **Special Meetings:** The Board of Directors may meet at any special meeting called by the President upon three days notice to each Director and at such times and places as are contained in the notice.

(C) **Annual Meeting:** The Board of Directors annual meeting shall be held one hour prior to the annual membership meeting and at the same location.

(D) **Quorum:** Fifty percent of the total membership of the Directors in office shall be necessary to constitute a quorum at any Board of Directors Meeting.

(E) **Board Policy:** No changes in policy will be acted upon by the Board of Directors at the same meeting that the said business is introduced. This will allow each item of business to be reviewed by the Board of Directors and/or a committee appointed by the officers of the board for the sole

purpose of studying the issue and making a recommendation to the Board of Directors. It is the intent of the Board of Directors to act on policy changes at the next scheduled meeting of the Board. All policy proposals must be recorded and voted upon by the Board of Directors, approval requires a majority vote.

(F) **Attendance:** Regular attendance is expected of all board members. If a board member misses three consecutive meetings or has missed a substantial number of meetings, the President of the Board will contact said individual regarding their attendance issues and inform them by letter regarding the Booster Club's attendance policy. If the member chooses to miss additional meetings, the board may seek to dismiss said board member and move forward to select a replacement for the board position. The member in question will be sent a formal letter from the President of the Board regarding their dismissal from the Board of Directors.

(G) **Voting Rights:** Only Board members may vote at Board meetings.

Article VIII Officers

(A) There shall be elected by the Board of Directors from among the Board members, the following officers:

1. President
2. Vice President
3. Secretary
4. Treasurer

President:

1. The President is the official representative of the Lewis Central Booster Club. The president shall perform all duties required by the office of the President and other such duties as prescribed by the bylaws. His/her responsibilities are as follows:

- a. Schedule and conduct executive committee meetings;
- b. Consult with members of the school administration regarding budget and expenditures;
- c. Represent the Booster Club at various events hosted by the Booster Club and the School as necessary;

d. The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by these Bylaws or by the Board of Directors.

Vice President:

2. The Vice-President shall assist the President, or in the absence of the President, or in the

event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and, when as acting, shall have all the powers of and be subject to all the restrictions upon the President.

- a. Assist the President as directed.

Secretary

3. The secretary shall have the following responsibilities:

- a. Maintain membership records, in conjunction with the project leader charged with corporate and general membership sales;
- b. Keep a current copy of the Constitution, Bylaws of the Booster Club and Operating Guidelines;
- c. Record, keep and maintain a record of the minutes of meetings and proceedings;
- d. Provide copies of all meeting minutes, records, reports, and proceedings to the members of the Board of Directors.
- e. Maintain a permanent record of all meeting minutes, records, reports and proceedings.
- f. Provide meeting minutes and other reports as directed by the Executive Committee for publication to the Lewis Central Booster Club website to the webmaster for posting;
- g. Provide additional support as necessary and required by the President of the Board of Directors.
- h. In general perform all duties required by the office of Secretary and such other duties as required or assigned to him/her by these Bylaws or by the Board of Directors.

Treasurer

4. The treasurer shall have the following duties:

- a. Have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies in the name of the Association in such banks, trust companies, or of other depositories as shall be selected;
- b. Collect dues, fees, funding and other money received for the Booster club and record said transactions for the detailed budget;
- c. Provide a detailed monthly report of deposits and expenditures for the Board to review, and

d. In general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned him/her by these Bylaws, the Board of Directors or by the President.

e. In the event that the office of the Vice-President is vacant, the Treasurer shall perform the duties of the Vice-President.

(B) Officers shall assume their office in May of each year.

Article IX Board of Directors Resignation, Dismissal or Vacancies of Officers and Board Members:

1. **Resignations:** Any officer or board member may resign at any time by giving written notice of his/her resignation to the President or to the Secretary of the Board of Directors. Any such resignation shall take effect at the time specified in such written notice or, if no such time is specified, then at the time of delivery.
2. **Dismissal:** Any officer or committee member may be removed by the decision of the Executive Committee whenever in its judgment the best interests of Booster Club are not being served. However, such removal shall be without prejudice towards the person so removed.
3. **Vacancies:** A vacancy in any office, because of death, resignation, removal or otherwise, may be filled by the Board of Directors. The person selected will serve for the remaining term of office by the vacated position.

Article X Banking

The Board of Directors, by resolution, shall name the financial institution in Iowa, in which the corporation revenues shall be deposited and accounted for by the Treasurer. The checking account or any withdrawals of funds (from the checking or interest bearing accounts) shall require the signature of the President, Vice-President (President-Elect) or the Treasurer.

Article XI Amendments to the Bylaws

Any proposed amendment(s) to these Bylaws may be introduced by any member or Director at the monthly Board of Directors meeting, the general membership meeting or any special meeting called for that purpose.

(A) Any vote on an amendment to the Bylaws shall only occur at a general member meeting. A two-thirds vote of the membership present and voting shall be necessary to pass the proposed amendment(s).

(B) Said amendments must be provided to the membership in writing at least one month in advance of the proposed action date.

Article XII Discretionary Advisory Members

The President, upon vote the Directors, may appoint such advisory Directors as are deemed appropriate and necessary to carry out the objectives of the corporation. These advisory positions may include the following:

(A) The Lewis Central School District's Activities Director shall sit with the Board of Directors in an advisory capacity, with no voting privilege.

(B) A legal advisor to sit with the Board in an advisory capacity, with no voting privileges.

(C) A financial advisor sit with the Board in an advisory capacity, with no voting privileges.

(D) Any other advisory position the Board deems necessary.

Article XIII Fund Raising Activities

The Board of Directors shall submit the fund raising projects to the Activities Director. Only those projects to be undertaken by the membership for that particular year need to be submitted.

The Board of Directors may appoint a leader for each fund raising activity. The leader will be responsible for outlining details of the fundraising activity/event, submitting a budget to the Board of Directors and working with the Treasurer to provide all bills, collect, and deposit monies on a timely basis.

Article XIV Distribution of Funds

(A) Whenever possible, monies not required for current operating expenses shall be transferred from the corporation's checking account into an interest bearing account. The right is reserved to the Board of Directors to re-appropriate or hold funds previously committed to projects if the project should no longer necessitate involvement of the corporation, provided this action will be effective only after a majority vote of the members of the Board.

(B) The annual funding request from the school district will be submitted to the Board of Directors by the Activities Director at the May meeting each year for review at the annual membership meeting in May of each year. The funding request shall be the result of the efforts of the Activities Director, the Lewis Central High School Principal and the Lewis Central Middle School Principal in consultation with sponsors and coaches and will primarily address the needs of the high school and middle school.

(C) The approved Booster Club budget will not exceed anticipated receipts and reserves for the coming year.

(D) Budgeted monies to be paid by the corporation may be allocated and authorized to be distributed at the monthly Board meetings. No loans shall be incurred on behalf of the

corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a specific resolution of a majority of the Board of Directors.

(E) The Board of Directors can appropriate funds that have not been previously committed, not to exceed five thousand dollars in a fiscal year, and cannot appropriate funds prior to those funds being earned. Any amount in excess of five thousand dollars requires a quorum vote of the general membership.

Article XV Committees

The Board of Directors may appoint standing, special or ad hoc committees as are deemed appropriate and necessary to carry out the objectives of the corporation.

The Executive Committee Meetings shall be held at a time and location deemed appropriate by the President of the Booster Club. A quorum will consist of two Executive Committee members. Voting is by simple majority.

Each officer may organize a committee of one or two members to assist them with their specific responsibilities. Other members should be called upon as needed.

Committees are expected to meet outside of Board meetings and bring recommendations to the Board for action. The Board should review a plan or recommendation from a committee and after brief discussion, Accept the plan, Reject it, or Return it for changes.

Committee leaders are expected to provide an information package and briefing to their successors, including primary responsibilities, activities, critical dates, important contacts, etc.

NOMINATING COMMITTEE

- a. A nominating committee of three members at large and one retiring board member will be established by the Board of Directors in the spring.
- b. The nominating committee will be tasked with providing a slate of candidates for the upcoming vacancies of the Board of Directors. The nominating committee will be encouraged by the Board of Directors to seek out and recruit a well-rounded slate of diverse nominees.
- c. The minimum slate of candidates will bring the total number of Board member to 15. There is not a maximum number of Board members that can be on the slate. The maximum number of Directors shall not exceed 21.
- d. This does not preclude nominations from the floor at the official annual meeting.
- e. Several days before the annual meeting, the nominating committee will develop the official ballot if necessary. An area will be available on the ballot for candidates to be nominated from the floor at the time of election.
- f. The nominating committee will count the ballots after voting has been completed if ballots were necessary.

Article XVI Dissolution

Upon dissolution of the corporation pursuant to Iowa Law, Chapter 504A, the corporate assets, after payment of all debts and charges, shall be paid into the Activities Fund of the Lewis Central Community School District, a municipal corporation. In no event shall any corporate assets be distributed to any member, officer, director, or non-charitable entity.

Article XVII Indemnification

Any person who is or was an officer, director, employee or agent of this corporation, or is or was serving at the request of this corporation, partnership, joint venture, trust or enterprise, shall be entitled to indemnification by this corporation to the extent the same is permitted or required to the provisions of Chapter 504(A) of the Code of Iowa.