



BYLAWS OF
WILDE LAKE HIGH SCHOOL BOOSTERS
FOUNDATION, INC.

(A TAX-EXEMPT NON-STOCK CORPORATION)

**ARTICLE I- NAME,
PRINCIPAL OFFICE &
RESIDENT AGENT**

Section 1.1 Name

The name of the Corporation shall be the Wilde Lake High School Boosters Foundation, Inc. and shall also be known as the WLHS Booster Club (hereinafter the "Booster Club").

Section 1.2 Principal Office

The Foundation shall have and continuously maintain in the State of Maryland a registered office at 5460 Trumpeter Road, Columbia, Maryland 21044 and may have such other offices within the State of Maryland as the Board of Directors may determine.

Section 1.3 Resident Agent

The Booster Club shall include and continuously maintain in service a registered agent in the State of Maryland, who shall be an individual resident of the State of Maryland.

ARTICLE II- PURPOSES

The Booster Club is organized exclusively for charitable purposes (as defined in subparagraph (b) of Article NINTH in the Articles of Incorporation), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996 or the corresponding provisions of any future United States Internal Revenue Law (hereinafter "Section501(c)(3)," and, more specifically, to receive and administer funds for such

charitable purposes, solely for the public welfare, and for no other purposes.

Included among the charitable purposes for which the Booster Club is organized are the following:

- (1) To establish, in cooperation with Wilde Lake High School, programs and activities that complement and extend the athletic and educational enrichment of students attending Wilde Lake High School;
- (2) To assist other charitable, educational and social welfare organizations in the conduct of similar activities;
- (3) To grant recognition and awards to individuals and organizations who have contributed to the public interest through advancing the educational and athletic endeavors of Wilde Lake High School;
- (4) To engage in any and all lawful activities incidental to the forgoing purposes except as restricted herein.

ARTICLE III-MEMBERSHIP

Section 3.1 General Membership

Membership shall be open to all persons interested in the athletic, educational, and associated Programs of Wilde Lake High School. Alumni and other interested persons shall be welcome as members.

Section 3.2 Members Rights

All members may assist with the programs of the Booster Club. However, paying the dues of the Booster Club for the designated fiscal year shall entitle members to vote at the Semi-Annual General Membership meetings in June and September for the purposes of approving the annual dues schedule, approving the yearly budgets, and

electing the Board of Directors. At all General Membership meetings, each Member may vote in person or by proxy (absentee ballot). All absentee ballots shall be in writing and filed with the Secretary.

Section 3.3 Membership Dues

The Board of Directors will assess dues on a schedule approved by the voting membership.

ARTICLE IV- BOARD OF DIRECTORS

Section 4.1 General Authority

The Booster Club shall be governed by a Board of Directors, which shall manage, supervise, and control the operations, property, and affairs of the Booster Club. The Board of Directors shall be vested with the powers possessed by the Booster Club itself, including the power to determine the policies of the Booster Club and prosecute its purposes, to appoint and remunerate agents and employees, to disburse the funds of the Booster Club, and to adopt such authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Booster Club (in the present form or as they may be amended) or any applicable laws. The Board of Directors shall have all powers vested by the Corporations and Associations Article of the Annotated Code of Maryland for Boards and Directors of Corporations under the laws of the State of Maryland.

Section 4.2 Membership of the Board

The Board of Directors of the Booster Club shall be composed of between seven and eleven voting members and shall include a President, who shall serve as the presiding

officer during meetings. The remaining Board of Directors members will include a Vice President, a Secretary, a Treasurer, and other Members-at-Large. Vacancies, as they occur on the Board of Directors of one or more members thereof, shall be filled by act of a majority of the Board of Directors.

Section 4.3 Term of Office

Each member of the Board of Directors shall be elected to serve a term of one (1) year.

Section 4.4 Election

Each member of the Board of Directors shall be elected by the affirmative vote of a majority of the general voting membership either in person or by proxy at the Semi-Annual meeting in June. A quorum consisting of at least 11 voting members in person or by proxy may elect members of the Board of Directors.

Section 4.5 Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof by the President. If the President resigns before his/her term is complete, the Vice President will serve as Acting-President. If another member resigns, the Board of Directors will decide how to distribute duties of the position and/or committee for the remainder of the term.

Section 4.6 Removal

Any one or more members of the Board of Directors may be removed with cause related to criminal or negligent activity by a by a two-thirds (2/3) vote of the Board of Directors.

Section 4.7 Bonding

All Board of Directors members of the Booster Club shall be governed by a fidelity bond in such sum, as the Board of Directors shall prescribe.

Section 4.8 Compensation

Directors shall not receive any compensation for their services as members of the Board of Directors. The Board of Directors may authorize reimbursement of other authorized expenses for directors, officers, staff, and others previously designated.

ARTICLE V- MEETINGS**Section 5.1 Semi-Annual Membership Meetings**

The Semi-Annual Meetings of the Booster Club Membership shall occur in September and June. The President shall designate the meeting days and place, and the notice of the meeting shall include the purpose of transacting all such business, including but not limited to a general membership by voting members to:

- a) Approve the Annual Dues Schedule (June) for the year
- b) Elect the Board of Directors who will serve the following year (June)
- c) Approve the Annual budgets (Sept.) for the year

Section 5.2 Regular Board Meetings

Regular board meetings will be held monthly at such time, day and place as designated by the President in the notice of the meetings, for the purpose of transacting all such business as may come before the meeting related to Booster Club activities.

Section 5.3 Special Meetings

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the Board of Directors to be held at such time, day, and place and for such purpose as shall be designated in the notice of the meeting.

Section 5.4 Notice

Notice of the time, day and place of any meeting of the Board of Directors or the General Membership shall be given at least five (5) days prior to the date prescribed for the meeting. Such notice to be sent by email or telephone to the addresses/phone numbers shown on record for the member or posted in any newsletter or regularly maintained website that includes Booster Club activities. If notice shall be given by email, such notice shall be deemed to be delivered when email confirms transmission of notice.

Any Director may waive notice of any meetings. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.5 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. At least 11 voting members shall constitute a quorum for the transaction of business at Semi-Annual General Membership meetings at which voting takes place. In the absence of a quorum at other regular meetings, any matter brought before the membership at a meeting shall be discussed and decided by the Board of Directors.

Section 5.6 Manner of Acting

The act of a majority of the members of the Board of Directors present, in person, at a meeting of the Board of Directors shall be

the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements of the Board of Directors.

A Board member can participate in any meeting by telephone conference, and may vote on a matter, if everyone can hear the Board member and the Board member can hear the discussion.

ARTICLE VI- DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 Board of Directors: Role of Officers and Members

The officers of the Booster Club shall consist of a President, a Vice President, a Secretary, and a Treasurer. One person may not hold more than one office. Members-at-Large serve as voting members of the Board and are not officers.

Section 6.2 President

The President of the Booster Club shall also serve as chairperson of the Board of Directors and have all powers and shall perform all duties commonly incident to and vested in the position of president of the board of directors of an organization or corporation. In addition to the foregoing, the President shall have the following specific powers and duties:

a) He or she shall serve as Chairman of the Board of Directors, shall be a voting member of the Board of Directors and shall prepare the agenda for the meetings of the

Board of Directors and the General Membership.

b) He or she shall annually appoint such standing or special committees, subcommittees, and divisions as may be required by these Bylaws or as he or she may find necessary, and shall be an ex-officio member, with or without vote, as the appointment shall state.

c) He or she shall, between meetings of the Board of Directors, perform oversight of projects, programs and other activities of the Booster Club. His or her duties shall include providing the necessary guidance and directions to volunteers and agents of the Booster Club to include approval/disapproval actions. In fulfilling these duties, he or she shall on a periodic basis, or on special occasions as warranted, report, consult and seek guidance from the Board of Directors.

d) The President shall also perform such other duties as required by the Bylaws and as the Board of Directors may designate.

Section 6.3 Vice Presidents

The Vice Presidents shall be elected to fulfill the following duties:

a) Assist the President in the administration of the Booster Club.

b) Perform the duties of the President in his/her absence.

Section 6.4 Treasurer

The Treasurer of the Booster Club shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

a) He or she shall be responsible for developing and reviewing the fiscal policies of the Booster Club.

b) He or she shall ensure that an account is maintained of all monies received and expended for the use of the Booster Club.

c) He or she shall ensure that all monies of the Booster Club are deposited in a bank or banks, or trust company or trust companies, approved by the Board of Directors, and that authorized disbursements are made there from.

d) He or she shall render a report of the finances of the Booster Club at each regular meeting of the Booster Club, or whenever requested by the President, showing all receipts and expenditures for the current year.

e) He or she shall also perform such other duties as the President may designate.

f) He or she may appoint an Assistant Treasurer to perform such duties as he or she may delegate.

Section 6.5 Secretary

The Secretary of the Booster Club shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities.

a. He or she shall attend all meetings of the Board of Directors, and of such committees as may be appointed, and be responsible for keeping, preserving in the books of the Booster Club and distributing true minutes of the proceedings of all such meetings.

b. He or she shall ensure that all notices are given in accordance with these Bylaws.

c. He or she shall perform such other duties as the President may designate.

d. He or she may appoint an Assistant Secretary to perform such duties as he or she may delegate.

Section 6.6 Members-at-Large

The Members-at-Large shall have all powers and perform duties commonly incident to and vested in the position, including:

a. He or she shall attend all meetings of the Board of Directors, and of such committees as may be appointed

b. Represent the Membership during regular meetings as an agent of the community.

Section 6.7 Term of Office

Each officer of the Board of Directors shall be elected to serve a term of one (1) year. No officer may serve more than two consecutive one-year terms in the elected position.

**ARTICLE VII-
COMMITTEES**

Section 7.1 Booster Club Committees

The Board of Directors members shall oversee the activities of the Booster Club during the year, including the management and affairs of the Board Members elected to fulfill leadership positions related to committees identified annually as specified in Section 7.4. At all meetings of the Board of Directors and the General Membership, these Board Members shall provide information related to these committees as requested by the President. Special meetings of the Board of Directors may be called by the President or by a majority of the Board to take action on particular business of a committee, if necessary.

Section 7.2 Nominating Committee

The President shall form the nominating committee in February each year with approval by the Board of Directors. The purpose of the committee is to recommend various members of the organization for office in the coming school year. The nominating committee will solicit recommendations for officer positions within the organization. The committee will contact the potential candidate directly to ascertain their willingness and desire to serve. The nominating committee shall generate a slate of officers and will report to the Board of Directors in by mid-April. Notification of the slate shall be made to the

General Membership at least 30 days prior to the elections held in June.

Section 7.3 Audit Committee

At the end of the fiscal year, the members of the Audit Committee will review the Booster Club's financial records. Individuals who are independent from day-to-day financial activities and have no check signing authority should perform the audit. This committee should consist of two individuals or an outside accountant or auditing firm hired by the Board of Directors. The primary objectives of the audit are to:

- Verify the accuracy of the Treasurer's financial reports;
- Ensure that the club's cash balances are accurate;
- Determine that established procedures for handling Booster Club funds have been followed;
- Ensure that expenditures occurred in a manner consistent with the organization's bylaws; and
- Ensure that all revenues have been appropriately received and recorded.

All members of the audit committee shall sign a statement indicating their agreement with the findings detailed in the report. The audit committee shall make a report to the general membership upon completion of the audit. Any discrepancies noted shall be brought to the attention of the president of the organization and a resolution reached prior to presentation. All officers of the organization shall make records available as requested by the committee.

Section 7.4 Other Committees

The Board of Directors may create such other committees of the Booster Club as it may deem advisable and may define their duties. The Board will review committee needs each spring in coordination with the

Nominating Committee so that chairs of committees can be identified and recruited.

ARTICLE VIII- FISCAL MATTERS

Section 8.1 Fiscal Year

The fiscal year of the Booster Club shall commence on July 1 and terminate on June 30.

Section 8.2 Accounts

The Booster Club will maintain at least one bank account. It will require:

- a) A Checking Account with a minimum balance of \$50.00
- b) Bank signature cards from two officers.

The Treasurer may sign all checks after approval of the Board of Directors. The President shall review and sign monthly banking statements.

Section 8.3 Budget

The Board of Directors will develop a budget for proposed income and expenses for the fiscal year. The expense line items will be developed based on the Board of Directors' priorities with recommendations from the members and the school clubs supported by the Booster Club. The budget will be presented for approval by the membership in September of each year.

Section 8.4 Income

Proceeds from all fundraisers, donations and other income will be deposited in the bank account on a timely basis, and the records will be kept of all deposits. Proceeds and donations clearly earmarked for a specific authorized purpose will be used for that purpose.

Section 8.5 Expenses

All expenses paid by the Booster Club must be verified with a receipt for the services or products purchased. The Booster Club is under no obligation to reimburse expenses not approved in advance or in the budget. All expenses will be paid by check or electronic bill pay.

Section 8.6 Reconciliation

The Treasurer will reconcile the bank statement(s) every month and maintain all records for the year-end audit. The President shall approve and sign the bank statement(s) monthly.

Section 8.7 Booster Club Account Oversight

The Board of Directors will hold individual club funds in escrow for the use/benefit of that activity/group. Each coach/group staff member shall maintain control of that escrow, including its expenses and reserves, with oversight and approval of the Board of Directors.

ARTICLE IX- SEAL

The Board of Directors of the Booster Club may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, State of Maryland."

ARTICLE X- INDEMNIFICATION

The members of the Board of Director shall be indemnified by the Booster Club to the maximum extent permitted by the laws of

the State of Maryland as provided in Article ELEVENTH of the Articles of Incorporation.

ARTICLE XI- CONFLICT OF INTEREST

Section 11.1 - Disclosure

Board of Directors, staff members and contractors of the Booster Club 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 Booster Club. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, staff member, or contractor competes or appears to compete with the interests of the Booster Club.

(a) 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 for Board of Directors 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.

(b) 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 of Directors is meeting. However, the person may be permitted to provide the Board of Directors with any and all relevant information.

(c) The minutes of the meeting of the Board of Directors 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 11.2 - Procedure

A copy of this conflict of interest statement shall be furnished to each officer or contractor who is presently serving on the Board of Directors. This policy shall be reviewed annually for information and guidance of officers and contractors, and new officers and contractors shall be advised of the policy upon undertaking the duties of their offices.

The Booster Club shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Booster Club shall inure to the benefit of, or be distributable to, its directors, officers or other private individuals, or other organizations organized and operated for profit, except that the Booster Club is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XII- LIMITATION ON ACTIVITIES

As specified in the Articles of Incorporation, the Booster Club is organized and operated exclusively for charitable purposes. In addition to the limitations set forth therein, the Booster Club shall assure that no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Booster Club shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1986 (the "Code"). The Booster Club shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the Booster Club shall not carry on any activities not permitted to be carried on:

- a). By an organization which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or
- b). By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) of the Code.

ARTICLE XIII- DISSOLUTION

A motion for dissolution must pass with a three-fourths majority vote of the Board of Directors. A final vote on the matter of dissolution will be held no sooner than one month following the motion.

Upon dissolution of the Booster Club, its assets shall be disposed of exclusively for the purposes of the Booster Club or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV-
AMENDMENTS TO
BYLAWS**

These by-laws may be amended by a two-thirds vote of the Board of Directors provided that a copy of the proposed amendment(s) are distributed at least five (5) days prior to the meeting of the Board of Directors when discussion and a vote will be made.

**ARTICLE XV- RECORD
KEEPING**

The secretary and treasurer of the organization shall turn records over to the incoming officers by August 15 each year. All yearly business records shall be kept for a period of 7 years for audit purposes.

A member of the school administration shall keep the following records permanently, with copies provided to Board of Directors, as set forth below:

- Articles of Incorporation and all Amendments to the Articles
- Bylaws and all amendments to the Bylaws
- IRS Determination Letter of Approval for nonprofit status
- Maryland tax exempt certificate and Combined Registration Application.
- 1023 Application for Tax-Exempt Status all Supporting Documents submitted with the form, and all documents that the IRS requires the organization to submit. Note: these documents are subject to the public disclosure regulations.
- The Secretary and a member of the school administration shall maintain a permanent record of minutes from all Booster meetings

The Treasurer shall keep the following documents, with a copy maintained by immediate past Treasurer, so that at least seven (7) years of the following records are held:

- Accounts Payable Ledgers and Schedules
- Audit reports and year-end financial statement
- Form 990 and any Schedules filed with the form or Form 990-T Exempt Organization Income Tax Form.
- Bank reconciliations, until all federal and state audit requirements have been met.
- Bank statements
- Correspondence related to contracts or Booster Club activities
- Expenses and Purchases- Documentation can include: cash register tapes, account statements, canceled checks, invoices, credit card sales slips. Separate deductible expenses in the event organization pays unrelated business income tax.
- Gross Receipts-amounts received from all sources. Documents that support gross receipts include: cash register tapes, bank deposit slips, receipt books, invoices, credit card charge slips, and Form 1099-MISC-5y.