

**BY-LAWS OF THE
WALNUT HILLS HIGH SCHOOL TOUCHDOWN CLUB**

Effective 6/1/17

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BY-LAWS OF THE WALNUT HILLS HIGH SCHOOL TOUCHDOWN CLUB

ARTICLE I – Name, Purpose and Objectives

Section 1.01 Name. The name of this organization shall be the Walnut Hills High School Touchdown Club, commonly known as WHHS TDC, hereafter referred to as the “Club.”

Section 1.02 Purpose. The purpose of the Club is to promote football athletics at Walnut Hills High School in an atmosphere that is consistent with the educational philosophy of the school community.

Section 1.03 Objectives. The objectives of the Club are as follows:

- (a) Develop an organization with an active and involved membership that is concerned with the total athletic program and all of its participants regardless of sex, race, socio-economic status.
- (b) Promote school spirit and sportsmanship and encourage attendance at all Walnut Hills High School Football events.
- (c) Encourage and support the academic endeavors of Walnut's football players.
- (d) Provide supplementary financial support for the various Walnut football related activities.
- (e) Aid the staff in organizing and staging special events and projects.
- (f) Aid and support the school staff in the areas of sports promotion, publicity, and program development.

Section 1.04 Non-profit Status. Notwithstanding any other provisions of these By-Laws, the Club shall carry out activities permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II – Membership and Fees

Section 2.01 Membership. There shall be one class of membership in the Club; parents or guardians of any Walnut Hills High School Football Player (grades 7-12) as defined by OSHAA regulations and/or other regulations are automatically inducted as members.

Section 2.02 Membership Fee. There will be no annual membership fees.

Section 2.03 Members Right to Privacy. Any personal information gathered or requested by the Club is for the sole use of the Club and will not be made available to any other organization, unless that information has already been made public, approval to make public has been obtained by the person whose information is to be made public or pursuant to Court Order.

ARTICLE III – Officers

Section 3.01 Officers. The officers shall consist of the President, Vice-President, Secretary, and Treasurer.

(a) Election. The officers shall be elected by a majority of the voting membership present at the April Business Meeting of each season or during the initial organizational Club meeting; this will enable a smooth transition for the upcoming season. All elected officers must be current members of the Club.

(b) Nominations. The President, with concurrence of the Executive Board, shall present a slate of nominees (who have agreed to serve) for positions of officers and at large members with reasonable notice prior to the Business Meeting in which voting is to occur. Additional candidates may also be nominated from the floor at Voting Business Meeting.

(c) Terms of office. The fiscal year is June 1 through May 31. To keep continuity within the Club, the terms for each office will vary as described in *Section 3.02*. An individual may not serve in the same elective capacity for more than two consecutive terms.

(d) Vacancy. The President, with the approval of the Executive Board, shall appoint any officer vacancy, other than the Presidency. A vacancy in the office of the President shall be filled by a vote of Vice-President, Secretary and Treasurer.

Section 3.02 Duties of Officers.

(a) President. (*2 year term*) The President shall: (1) Preside at all meetings; (2) Appoint standing committee chairpersons with the concurrence of the Executive Board; (3) Appoint and/or dissolve all other committees as required; (4) Serve as ex officio member of all committees; (5) Serve as primary spokesperson for the Club, except as otherwise specified; (6) Direct goals and budget performance; (7) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

(b) Vice President. (*2 year term*) The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate.

(c) Secretary. (*1 year term*) The Secretary shall keep a record of all the proceedings of the General Membership Meetings of the Club. All minutes and decisions of the Executive Board shall be kept in an electronic document as approved by board. A summary of the decisions made in these meetings should go out to the general membership following each meeting.

(d) Treasurer. (*3 year term*) The Treasurer shall: (1) Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices; (2) Make disbursements from the Club fund, and shall pay expenses approved by the Executive Board and shall secure proper vouchers thereof; (3) Report the amount of money available to the club at each Membership Meeting. The monthly financial reports shall include an accurate representation of Club funds; (4) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

ARTICLE IV – Executive Board

Section 4.01 The Board shall be responsible to act on behalf of the Club in the management of the business affairs of the organization, except for matters decided by a vote in the General Membership Meetings. The Executive Board shall consist of: (a) President (b) Vice-President (c) Secretary (d) Treasurer

Section 4.02 The Executive Board shall:

(a) Approve the expenditure of all general funds up to \$1,000 per request. Any expenditure of general funds above \$1,000 shall require an advance approval vote by the Executive Board.

(b) Approve the President's creation and dissolution of all necessary Committees and Chairpersons.

(c) Set the time and date of General Membership Meetings and give members timely notification;

(d) Approve goals and budget targets annually; and

(e) Review the annual budget, monthly financial reports, and monthly account statements issued by the bank utilized to manage the funds of the Club (including other official bank records for team account utilizing the 501(c)(3) status of the Club) at a minimum, every three months.

Section 4.03 If action on behalf of the Club is necessary before it is reasonable to convene the General Membership Meeting, the President shall take such action based on the majority vote of the Executive Committee, as described in *Section 4.04*. A report of the action taken shall be made at the next General Membership Meeting.

Section 4.04 Executive Committee. The Executive Committee will be composed of the elected officers of the Executive Board, Chairpersons of each of the four (4) Standing Committees (*ARTICLE V*), and the five (5) Team Level Representatives (*ARTICLE VI*) 5

(a) Shall follow the objectives of the Club (*Section 1.03*)

(b) Shall collaborate to set annual goals and/or new ideas.

(c) Shall implement Policy & Procedures for Standing Committees

- (d) Shall establish a communication plan.
- (e) Shall meet regularly throughout the fiscal year, more frequently during football season.
- (f) Shall assist with other functions/events outside of scope of assigned duties
- (g) Shall annually review the bylaws. Any amendments must be voted on by the general membership (see Article X).
- (h) Any member of the Executive Committee may be removed as a member of the Executive Committee and as an officer if there is just cause to remove said member and if two-thirds of the Executive Committee agrees that said member be removed. "Just cause to remove" shall include action by the member constituting dishonesty, fraud, willful disloyalty or malfeasance, or felonious conduct, or an act or omission which the member knows or reasonably should know will impair the reputation, goodwill, or business position of the booster club or action by the member that involves misappropriation of the booster club's funds or other assets.

ARTICLE V – Standing Committees

Section 5.01 Standing Committees. Standing Committees are those required to function throughout the year. Chairpersons shall be appointed by the President, subject to the approval of the Executive Board. Standing Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Club checking or saving account for investment purposes or otherwise, unless directed and approved by the Executive Board majority.

Section 5.02 Concessions. The Concessions Committee shall be responsible for the management of all concessions using the indoor, outdoor or off-site facilities.

The Concessions Committee shall:

- (a) Recruit and schedule parent volunteers to manage the concession for specific events;
- (b) Acquire all provisions required for the concession stands;
- (c) Reconcile revenues and expenditures of each event.
- (d) Report the ongoing operational and financial status of the operation to the Club's Executive Board on a periodic basis
- (e) Annually review the designated Policy & Procedures. Any changes must be approved by the Executive Committee.

Section 5.03 Spirit Wear. The Spirit Wear Committee shall coordinate the promotion of football spirit through the sale of apparel and memorabilia, bearing the Hershey logo, at a nominal price.

The Spirit Committee shall:

- (a) Manage the inventory of the spirit wear to meet the changing needs of the student body;
- (b) Record an accurate and timely account of revenues and expenses of the items and coordinate its financial operation with the Club Treasurer; and
- (c) Report the ongoing operational and financial status of the operation to the Club's Executive Board on a periodic basis.
- (d) Annually review the designated Policy & Procedures. Any changes must be approved by the Executive Committee.

Section 5.04 Fundraising. The Fundraising Committee shall coordinate various fundraisers and/or special events to support the Club and teams.

- (a) Create, implement, and oversee all fundraising activities for the Club outside of the scope of the Concessions and Spirit Wear Committees.
- (b) Solicit sponsorships from area businesses.
- (c) Assist with special events that act as a fundraiser.
- (d) Assist with mass mailing of said events or sponsorships.

Section 5.05 Finance Committee – The Finance Committee shall review the books and records of the Club periodically to ensure appropriate use of funds and accuracy.

- (a) Shall consist of at least two club members that do not have check writing authority.
- (b) Follow the guidelines for an annual audit as described in **Section 8.06 Financial Report**.

ARTICLE VI – Team Level Representatives

Section 6.01 There will be one (1) Team Level Representative appointed by the executive board from each team (7th grade team, 8th grade team, Freshman team, JV team and Varsity team). The representative for the 8th grade team will serve the role as the Junior High School Team Level Representative for both 7th & 8th grades combined, unless otherwise agreed upon by 7th and 8th grade team representatives.

Section 6.02 Team Level Representatives shall be present at all General Membership meetings and assist in communicating information to all of the members in their class.

Section 6.03 Each Team level is responsible to contribute to projects and fundraising activities as called upon.

ARTICLE VII – Meetings

Section 7.01 Annual Business Meeting. The Annual Business Meeting of the Club shall be held at the September Kick-Off General Membership Meeting unless otherwise specified by the Executive Board. Any change to the Annual Business meeting date, time or location shall be announced a minimum of two weeks in advance of the proposed change.

Section 7.02 General Membership Meetings. General Membership Meetings shall be held at a minimum of 4 times each fiscal year. Reasonable notice must be provided to the General Membership. Meetings shall be open to all interested persons.

Section 7.03 Executive Board Meetings. Executive Board Meetings shall be held no less than quarterly unless otherwise specified by the Executive Board. A summary of the decisions reached and Executive Board members present at each meeting should be distributed to all Executive Board members and Club Representatives within a reasonable timeframe following the meeting and before the next General Meeting.

Section 7.04 Robert's Rules of Order. Robert's Rules of Order, the latest edition, shall be recognized

ARTICLE VIII – Finances

Section 8.01 All monies received by the Club for any purpose shall be deposited to the credit of the Club in a financial institution or institutions selected by resolution of the Executive Board.

Section 8.02 Funds raised by any of the Club fundraising programs can only be directed to an approved Football Team purchase. All requests to direct money elsewhere must have prior approval of the Executive Board.

Section 8.03 Due to the extensive use of personal computer/printer/fax equipment by the Executive Board said Office may request a stipend of up to \$100 per school year to compensate for use of said personal equipment. The stipend shall be requested by the Officer through completion of the published expense reimbursement form and said form shall be authorized and signed by 2 other elected officers of the Club.

Section 8.04 Any individual making use of the Club Tax ID number for purchases made with funds from a Club bank account shall provide receipts to be archived as documentation to the Treasurer and at the request of the President for review.

Section 8.05 Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

(a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;

(b) support for checks exceeding \$1,000 must be endorsed by at least two officers (excluding acting treasurer authorized by resolution of the Board of Directors

(c) an officer or other person without check signing authority designated by the Board shall review all bank statements; and,

(d) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records prior to the annual IRS form 990 filing.

Section 8.06 Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The

internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

ARTICLE IX – Conflict of Interest

Section 9.01 Existence of Conflict, Disclosure. Directors, officers, and contractors of 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 Club. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, or contractor competes or appears to compete with the interests of the Club. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Section 9.02 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 9.03 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 9.04 Annual Review. A copy of this conflict of interest statement shall be furnished to each director, officer, or contractor who is presently serving the Club, or who hereafter becomes associated with the Club. This policy shall be reviewed annually for information and guidance of directors, officers, and contractors, and new officers, directors, and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE X – Amendment of These By-laws

Section 10.01 The Executive Committee may amend these Bylaws at any time by presenting to a regularly scheduled general membership meeting at which there is a quorum. The active members of the Club attending any meeting of the Club shall constitute a quorum for the transactions of business and a majority vote of those present will be binding. The amended bylaws must be passed by a two-thirds majority of those attending the regularly scheduled general membership meeting. These amendments must be read at a general membership meeting, discussed, and voted on at the same meeting, provided that notice of the proposal amendment(s) was given prior to the meeting.

Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to the Final Business Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the business meeting.

ARTICLE XI – Dissolution of Club

Section 11.01 Dissolution of the Club entity. Should the Walnut Hills High School Touchdown Club cease to operate as a legal entity, all of the Club assets and cash will be distributed to the Varsity Football Athletic Budget.