

# **Enumclaw Football Foundation**

## **Bylaws**

### **ARTICLE I – NAME**

The name of the corporation shall be known as the Enumclaw Football Foundation, hereinafter referred to as the Football Booster Club, and will be located in Enumclaw, WA, and will be associated with the Enumclaw School District.

### **ARTICLE II - PURPOSE**

#### **SECTION 1. Purpose**

The Corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code or corresponding sections of any future Federal tax code (hereinafter referred to as "Internal Revenue Code"). The activities of the Corporation include, but are not limited to:

- Raising funds and purchasing personal property and services to be used by Enumclaw School District Football;
- Providing volunteers for educational and/or extracurricular activities at Enumclaw School District];
- Engaging in other charitable, civic, or educational activities that contribute to the public education of the community; and
- Exercising other powers conferred by the laws of Washington on nonprofit corporations.

#### **SECTION 2. Mission Statement**

The Football Booster Club's mission is to assist Enumclaw School District football activities; foster cooperation, communication, and sportsmanship between parents, staff, students, and the public; and promote success in academics and athletics.

#### **SECTION 3. Objectives**

- Help maintain and improve the athletic facilities at EHS
- Support and recognize the efforts of our teams and athletes
- Provide additional opportunities to our teams and athletes
- Assist in building team and school spirit and pride
- To provide volunteer time and money for special events, materials, and other services.
- To promote the education and welfare of children through projects and programs.

- Support will be confined to Enumclaw School District related needs and activities.

## **ARTICLE III – GOVERNMENT AND LIMITATIONS**

### **SECTION 1. Government**

1. The Football Booster Club shall be under the direct supervision of the Executive Board of Directors and governed by the basic policies set forth in Article III, Section 2.
2. The Executive Board of Directors are Chairman of the Board, President, Vice President – Operations, Vice President – Fund Raising, Vice President – Events, Secretary, Treasurer, all chairpersons, and all shall be current members of this organization. One or more positions may be combined at the discretion of the Executive Board of Directors. Elected Officers of the Executive Board of Directors include the offices of President, Vice President – Operations, Vice President – Fund Raising, Vice President – Events, Secretary, and Treasurer. These officers shall be elected annually. Appointed positions of the Executive Board of Directors include all chairpersons. Appointed positions shall be selected annually. The Chairman of the Board will be the Head Football Coach. In the event of a vacancy in the Head Football Coaching position, the current President will take this position until a new head coach is named.
3. No Director shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.
4. Five (5) Elected Officers of the Executive Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board of Directors. All matters of policy shall be decided at official meetings of the Executive Board of Directors by a 2/3-majority vote of attending Elected Officers.
5. The Executive Board of Directors shall conduct meetings in a consistent manner. Following election each year, the Elected Officers of the Executive Board of Directors shall develop a schedule of regular meetings and tentative activity schedules. All current members are welcome at any meeting of the Executive Board of Directors and all activities of the Football Booster Club.
6. Each Elected Officer of the Executive Board of Directors is expected to attend all meetings with all other members of the Executive Board of Directors attending as applicable to activities pending or as agenda directs
7. All meetings shall be presided over by the President or an Elected Officer of the Executive Board of Directors. In the absence of the President, the Vice President – Operations shall assume the President’s duties. In the absence of the President and Vice President – Operations, delegation of authority goes to the Vice President – Fund Raising, Vice President – Events, Treasurer and Secretary in succession.

8. The following may form part of the order of business and procedure at regular meetings:
  - Call to order.
  - Reading/approval of minutes of previous meetings.
  - Treasurer's report.
  - Reading of communications.
  - Committee reports.
  - Old business.
  - New business.
  - Close of meeting.
9. Special business meetings shall be convened as follows: by vote of the membership at a regular business meeting; by direction of the President, by the President upon written request of seven (7) members. Said request must state the objective of the meeting. Due notice of specially called business meetings and their purpose shall be given to each member and no other business shall be transacted at any such meeting.
10. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each Member of the Executive Board of Directors at the last known business address as set out in the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after the same is deposited in the United States certified mail, properly addressed, postage prepaid, and return receipt requested.
11. The following shall be order of business and procedure at special business meetings:
  - Call to order
  - Roll call of Board
  - Special order of business
  - Close meeting
12. It shall be the duty of all Elected Officers of the Executive Board of Directors to attend each meeting and for all other members of the Executive Board of Directors to attend according to agenda matters scheduled. In case of inability of any Executive Board of Director member to attend a meeting, due notice shall be given to the President and arrangements made to have all necessary books and papers in the possession of a substitute at the meeting.
13. The fiscal year for the Football Booster Club shall be January 1 through December 31 of the current year.
14. An independent audit of the club's books shall be accomplished by a person or persons designated by the Board of Directors.

## **SECTION 2. Limitations**

1. The organization shall be noncommercial, nonsectarian and nonpartisan.
  - a. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for

any purpose not appropriately related to promotion of the Purposes of the organization.

- b. The organization shall not-directly or indirectly-participate or intervene (in any way, including the publishing or distribution of statements) in political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
  - c. The organization shall not enter into membership with other organizations. The organization may cooperate with other organizations and agencies concerned with child welfare, but a representative shall make no commitments that bind the group he represents.
  - d. No part of the net earnings of the organizations shall inure to the benefit of or be distributable to, its members, directors, trustee, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article V hereof.
  - e. Notwithstanding any other provision of these articles, the organization 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.
  - f. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.
2. The bylaws shall not allow voting by written proxy.

## **ARTICLE IV - MEMBERSHIP**

### **SECTION 1. Membership**

Any individual, organization, or business interested in supporting the Enumclaw School District and Enumclaw School District students, and who subscribes to the goals, objectives, and policies without regard to race, color, creed, or national

origin, under such rules and regulations, not in conflict with the provisions of these Bylaws, is eligible to become a member.

## **SECTION 2. Dues**

Dues for each member shall be fifty (\$50) per year. In the event the said member has more than one player on EHS Football team dues shall be seventy five (\$75) per year. Only paid members can vote and hold office.

# **ARTICLE V - ELECTED OFFICERS AND ELECTION**

## **SECTION 1. Elected Officer Requirements**

Each officer of the Football Booster Club shall be a current member.

## **SECTION 2. Elected Offices**

1. The Elected Offices of the Executive Board of Directors include President, Vice President – Operations, Vice President – Fund Raising, Vice President – Events, Secretary, and Treasurer. These officers shall be elected annually.
2. The Office of President must not have any athletes on the football team during his tenor.
3. Election of officers will be held during the April Board meeting. Elected Officers shall hold office for a period of one year and are eligible for reelection each ensuing year.
4. Any member (see Article VI, Section 1) of the Football Booster Club, or potential member of the following fiscal year, is eligible to run for office. Any member wishing to run for office must submit their name to a current member of the Executive Board of Directors and be nominated by two or more Executive Board of Director members at the April board meeting. The Chairman of the Board will affirm all nominations for Elected Officers.
5. The election of officers shall be by ballot of all Executive Board of Directors and members attending the April Board meeting. If there is but one candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.
6. The newly Elected Officers shall assume their positions in May, one month following the election. Outgoing Elected Officers shall assist newly Elected Officers with recommendations, instruction, and suggestions. Outgoing Elected Officers shall turn over to their successor, without delay, all records, books, and other material pertaining to the office. An annual independent audit of the club's books shall be accomplished by a person or persons designated by the Board of Directors, before books are turned over to a new treasurer.
7. Elected Officers shall serve for a term of one (1) year or until their successors are elected. Each Elected Officer shall be eligible for re-election the following year.
8. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Executive Board of Directors. Election to fill a vacancy

shall require a 2/3-majority vote of the Executive Board of Directors and all attending current members in attendance at the election. The Vice President – Operations shall serve notice of the election to the Executive Board of Directors in case a vacancy occurs in the office of the President.

9. If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board elect.

## **ARTICLE VI – OFFICERS DUTIES & RESPONSIBILTIES**

### **SECTION 1. Chairman of the Board**

The Chairman of the Board of Directors will be the Head Football Coach. The Chairman of the Board of Directors will affirm nominations for all officers of the Booster Club. In the event of a vacancy in the Head Football Coaching position, the current President will take this position until a new head coach is named.

### **SECTION 2. President**

The President shall be the principal officer of the organization and shall in general, supervise and control all the business and daily affairs of the Booster Club. He/she shall preside at all meeting and perform all necessary duties incident to the office and other such duties that may be needed. He/she may appoint committees or delegate authority and responsibility. The President may sign, with the other proper officers, any contracts, leases or other instruments which has been approved to be executed.

### **SECTION 3. Vice President – Operations**

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President – Operations shall perform the duties of the President, and when so acting, shall have all the powers of the President and be subject to the same restrictions. The Vice President – Operations shall assist the President in the operations of the organization and perform other duties as from time to time be assigned by the President or the Board of Directors. The Vice President – Operations shall also help the Treasurer in preparing and reviewing yearly financial statements.

### **SECTION 4. Vice President – Fund Raising**

In the absence of the President and Vice President - Operations, or in the event of their inability or refusal to act, the Vice President – Fund Raising shall perform the duties of the President, and when so acting, shall have all the powers of the President and be subject to the same restrictions. The Vice President – Fund Raising manages the fund raising direction and efforts for EFF.

### **SECTION 5. Vice President – Events**

In the absence of the President , Vice President – Operations and Vice President – Fund Raising, or in the event of their inability or refusal to act, the Vice President – Events shall perform the duties of the President, and when so acting, shall have all the powers of the President and be subject to the same restrictions. The Vice President – Events manages all event direction and efforts for EFF.

## **SECTION 6. Secretary**

The Secretary of the Booster Club shall be responsible for proper mailing of notices of meetings; shall take and publish, in good form, the minutes of all meetings; shall be custodian of the records, membership rolls and instruments of the Club. In general, perform all duties incident of the office of Secretary. The Secretary shall present copies of the minutes of each monthly and/or special called meeting to the members.

## **SECTION 7. Treasurer**

The Treasurer shall be in charge of the Football Booster Club's financial records. As Treasurer, he/she shall collect all membership dues, maintain original receipts for items purchased by the Football Booster Club, shall have established proper accounting procedures for the handling of the Football Booster Club funds and shall be responsible for seeing that the Football Booster Club is abiding by all financial regulations as set forth by the Executive Board of Directors. He/she shall report the financial condition of the Football Booster Club at all meetings and at other times when called upon by the President. At each monthly meeting, a brief financial report will be presented to its members. The Treasurer, along with the Vice President – Operations, must supply the Executive Board of Directors a complete summary of all financial records of each fiscal year (January 1 – December 31), including the yearly expenditures and the balance of the football booster club.

## **SECTION 8. Financial Policy**

The Football Booster Club will have one checking account and all checks in the excess of \$500 will be required to have two signatures (Treasurer and President or Treasurer and Vice President – Operations). Funds may be deposited by any member of the Executive Board of Directors with deposit receipts maintained by the Treasurer.

# **ARTICLE VII – OFFICER LIMITATION OF LIABILITY**

## **SECTION 1. Volunteer director limitation of liability**

A volunteer director of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of fiduciary duty as a director, except for liability:

(a) For any breach of the director's duty of loyalty to the Corporation or its members;

(b) For acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) For any transaction from which the director derived an improper personal benefit. In the event the Washington Non-Profit Corporation laws are hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Non-Profit Corporation laws, as so amended. Any repeal, modification or adoption of any provision of these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification or adoption. It is intended that volunteer directors shall enjoy the fullest immunities and the most extensive rights of indemnity permitted by applicable law as it is now enacted or may from time to time be amended.

## **ARTICLE VIII – TEAM REPRESENTATIVES**

### **SECTION 1. Team Representatives**

Shall act as a liaison between committee chairpersons and team parents to gather team members information, volunteers for various activities, and other responsibilities as deemed necessary by the executive board.

## **ARTICLE IX: AMENDMENT OF BYLAWS**

### **SECTION 1. Amendment of Bylaws**

These Bylaws may be amended only by a 2/3 majority vote of the Board of Directors of the Corporation then in office at a duly noticed and quorumed Directors meeting.

The foregoing Bylaws were duly adopted on June 11, 2009 by persons interested in forming the Enumclaw School District Football Boosters.