

WALTON CHEERLEADING  
BOOSTER CLUB, INC. (WCBC)

BY LAWS



May 2014

# Walton Cheerleading Booster Club, Inc. (WCBC)

## ARTICLE I NAME, MAILING ADDRESS

The name of the organization shall be the Walton Cheerleading Booster Club, Inc. (WCBC), a Georgia Non-Profit Corporation. A post office box shall be maintained at a United States Post Office by the current booster club Board in the name of WCBC. The post office box address shall be the mailing address of WCBC and mail shall be received at the post office box on a regular schedule by the co-Presidents of WCBC or any Board member as designated by the co-Presidents. The new address for WCBC is as stated:

Walton Cheerleading Booster Club, Inc.  
P.O. Box 71481  
Marietta, GA 30007

## ARTICLE II PURPOSE

The purpose of the Club is to exclusively promote interest in the Cheerleading program at Walton High School and surrounding community. Namely:

- To raise funds for the Cheerleading program for all eligible students at Walton High School;
- To lend moral and financial support to all phases of the Cheerleading program at Walton High School;
- To cooperate and work in all possible ways with the coaches and staff; and
- To promote excellence in all athletic and scholastic endeavors at Walton High School.

Organizing exclusively for Booster Club purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to support the purposes set forth herein.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501c3 of the IRS code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170c2 of the IRS code, or the corresponding section of any future federal tax code.

Upon the dissolution of this Booster Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the IRS 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 organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III OPERATING AUTHORITY**

The location of the offices of the club shall be in Marietta, Georgia and in addition to the policies and procedures set forth herein, will also conform to the administration of Walton High School, the Walton Activities Association, and the policies of the Cobb County School District to include the Cobb County Booster Organizations Board Administrative Rules. No individual member is authorized to conduct business, engage in any fund raising activity, or spend any funds in the name of the WCBC without receiving specific authority to do so from the duly elected Board.

### **ARTICLE IV MEMBERSHIP**

Membership in the Club is open to parents of members of activity participants, teachers, administrators, and interested supporters of the Walton High School Cheerleading Program who have met the annual membership requirements.

Membership dues are determined and assessed each fiscal year. Dues are to cover such costs as supplementing the cost of summer camp; hosting special events like Homecoming, Winterfest, Senior Night, New Cheerleader Breakfast; supplying yard signs and run-thrus; coach's supplement; scholar athlete awards; administration and various other costs deemed appropriate and approved by a vote of the Executive Committee.

The Membership year shall be defined as one year from the General Membership Meeting held in May.

### **ARTICLE V ELECTIONS AND TERM**

Nominations for new Executive Officers will be made by at least 3 members of a Nominating Committee to be appointed by the current Executive Committee. The committee will select the potential officers after tryouts are held and elections will be held at the first General Membership meeting, commonly referred to as the Mega Meeting. Those serving on the Nominating Committee may nominate themselves to an Executive Office. One coach may serve on the Nominating Committee, if asked. The nominating committee shall have secured agreement from the individuals being nominated that they will serve in the office for which they are being nominated.



Election of new Executive Officers shall be by a simple majority of votes cast at the first General Meeting. If there are nominations from the floor then the vote will need to be taken by a written ballot vote. The Secretary will administer the election and record the number of votes in the minutes.

Any and all of the Officers may be removed for cause by majority vote of the members.

## ARTICLE VI EXECUTIVE OFFICERS

No person shall hold more than one Officer Position. The Officers of the WCBC shall consist of the two (2) Presidents, up to four (4) Vice Presidents with no less than two (2) Vice Presidents, one (1) Secretary, and one (1) Treasurer. Each elected officer shall have one (1) vote on the Executive Board. The Head Coach will always serve on the Nominating Committee. The Member-at-large is a member of the Board as advisor but shall not be eligible to vote.

The **Presidents** shall preside and lead meetings of the Executive Committee and the general members, shall communicate between school administration, directors, or coaches. The President may create committees as she deems necessary and appoint a chairperson for each committee.

The **Vice President(s)** shall assist the President and act as President in their absence.

The **Secretary** shall record and keep the minutes of all meetings of the Executive Committee, Board and the general membership, be responsible for all publicity and correspondence of the club, serve notice of Executive, Board and General Meetings and have custody of and maintain all permanent records of club affairs other than those entrusted to the Treasurer.

The **Treasurer** shall receive all monies of the club and disburse authorized funds upon proper authorization, write, sign and issue checks, maintain bank accounts, and prepare and present financial reports at each General Meeting. Serve as the Club's liaison to the Walton Purchasing Group.

A **Member-at-Large** may be elected from the general membership, usually a past president or experienced past Executive Committee member.

The term for all Officers shall be for one year from date of election (to be held at the first General Meeting in May). Vacancies of an Officer's position shall be filled by appointment of the remaining Executive Committee. The new appointee shall serve until the vacant term expires. Appointees shall be made from the Club's Board. No individual may be elected to more than two consecutive terms (2 years) in any one office. An appointee filling a vacant term will not count as a full term and may be eligible to serve two terms.

## ARTICLE VII MEETINGS

Two General Membership meetings are held each year. The first annual General Membership meeting shall be in May. Notice of all General Membership meetings must be posted and/or mailed and/or emailed within 2 weeks of the General Membership meeting. Each member has one vote. A quorum for the General Meetings shall consist of 25% of the total number of members. No official act may be taken or voted upon unless a quorum is present.

Special meetings may be called by the President for special purposes other than the two required General Membership meetings and shall require 3 days notice to general membership. No other business but that specified in the notice may be transacted at the special meeting. No official act may be taken or voted upon at a special meeting unless a quorum is present.

The officers of the Club shall have the right to meet as a group, on an as-needed basis, to plan the agenda and programs/events, policy/procedures of this Club. Any vote taken by the Executive Committee must have majority vote to pass. When necessary, a vote on a specific issue may be taken via email communication in lieu of a meeting and will be considered official Club business when "virtual minutes" are noted and filed by the Secretary.

Minutes from the Executive Committee meetings are not distributed to the general membership but will be on file with the Athletic Director. Minutes from the General Membership meetings will be distributed/posted to all members of the WSBC in a timely fashion after each General Membership meeting.

## ARTICLE VIII BUDGET AND FINANCE

An annual budget shall be prepared by the Officers and presented in writing for approval to the general membership at the first annual General Meeting or at a special meeting no later than May 30<sup>th</sup>. An updated income/expense report shall be provided at all other General Membership meetings. Copies will be available to each member with the notification of the upcoming General Meeting.

All funds of this Club shall be deposited by the Treasurer. The Co-Presidents shall be authorized to direct the Treasurer to issue checks consistent with the budget. Requests for funds or purchases shall be submitted in writing to The Club. The Treasurer shall issue and retain forms for requisition. No check shall be disbursed unless the Treasurer receives a signed request form along with an invoice, purchase order or receipt from the vendor or the person requesting the check.

All revenues of The Club will be used strictly to further the purpose of The Club in a manner consistent with an adopted budget or the expressed wishes of the Executive Committee and/or voting membership. An Annual Operating Budget shall be in place for activities that occur each year. There should be contingency funds available for unforeseen expenditures. Each



committee will be designated a budget amount and will be required to work within that budget unless authorized by the Co-Presidents, the event VP and the Treasurer in advance.

The Treasurer will ensure that the Corporation Taxes will be filed by the 15<sup>th</sup> day of the 5<sup>th</sup> month following our Fiscal Year End (April 30). Any other appropriate IRS forms will be filed by their due date each year. The books will be closed as of the last day of the Membership year (April 30) and an audit will be performed by a qualified accountant appointed by the Executive Committee.

## ARTICLE IX CORPORATE POLICIES

### A. Conflict of Interest Policy

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### B. Document Retention Policy

Section 1. *General Guidelines.* Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. From time to time, WCBC may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives.

Section 2. *Exception for Litigation Relevant Documents.* WCBC expects all officers, and board members to comply fully with any published records retention or destruction policies and schedules. If any member believes, or the WCBC informs them, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. *Minimum Retention Periods for Specific Categories.*

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate

records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

C. Whistleblower Policy. The Co-Presidents of WCBC ensure that the bylaws containing the Whistleblower Policy is given to the General Membership of WCBC.

Policy: If any member reasonably believes that some policy, practice, or activity of Walton Cheerleading Booster Club, Inc. is in violation of law, a written complaint may be filed by that member with the President or Co-Presidents. It is the intent of WCBC to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations. A member is protected from retaliation only if the member brings the alleged unlawful activity, policy, or practice to the attention of the President/Co-Presidents and/or the Board and provides said people with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to members that comply with this requirement. WCBC will not retaliate against a member who, in good faith, has made a protest or raised a complaint against some practice of WCBC, or of another individual or entity with whom WCBC had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

## ARTICLE X AMENDMENTS

The by-laws may be adopted, amended or repealed by the members of the club at the time they are entitled to vote in the election of officers by a majority vote or in a special General Membership meeting called for that purpose. A notice of vote must be announced by the Secretary at least one week prior to the actual vote and the proposed changes must be presented in writing to the General Membership.

## ARTICLE XI EFFECTIVE DATE, TRANSITION RULES

These By-Laws shall be effective as of the date of adoption by the General Membership. The individuals acting as Officers of the WCBC shall continue to hold such office until her successor is elected and qualified in accordance with these By-Laws or until such person is removed or otherwise leaves office in accordance with these By-Laws.

**Certification**

The undersigned, being Secretary of the Walton Cheerleading Booster Club, Inc. hereby certifies that the foregoing By-Laws were duly adopted by the General Membership as of the 6<sup>th</sup> day of May, 2014.

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*Caroline W. Friday*

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