



Bylaws

VW Elite Booster Club

Article 1 - Name, Purpose, Location

- **Section 1** - The name of this organization shall be VW Elite Booster Club, operating as VWG Booster Club.
- **Section 2** - The central office location of VW Elite Booster Club shall be located in San Jacinto, Riverside County, in the State of California. The organization may have any number of offices at such places as the Board may determine.

Article 2 - Mission

- **Section 1** - The VW Elite Booster Club, is a non-profit organization that is composed of a group of parents and guardians of athletes who participate in the Valley-Wide Elite Gymnastic competitive program. Our mission is to support the teams both financially and socially. Every deliberation we make must start with the question, "Is this what's best for the athletes?" In addition to raising funds to help offset expenses, VW Elite Booster club is committed to providing our athletes with opportunities outside of the gym to have fun, and develop team building. Some social events include the annual parties, awards banquet, team outings and much more. Fundraising, application of funds, and accounting must adhere to the tax laws governing 501 © (3) organizations.

Article 3 - Board of Directors

The Corporation's officers shall be a President, a Vice-President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the Corporation may also have other officers as may be appointed in accordance with the provisions of Section 6 of this article.

- **Section 1** - The Board of Directors will be composed of no less than three board members and shall manage the organization's business. The Board is responsible for maintaining the overall policy and direction of the organization. The Board shall delegate the responsibility of day-to-day operations to appropriate committees. Board members shall receive no compensation (other than reasonable expenses) for their service on the Board.
- **Section 2** - The Board of Directors shall appoint officers for a term established by the Board.



- **Section 3** - All Board members shall serve for at least 1-year term unless extenuating circumstances prevent them from continuing.
- **Section 4** - Any Board member may be removed from office with cause by the vote of $\frac{3}{4}$ of the board. The Director in question may speak on their own behalf.
- **Section 5** - Any Board member may resign by giving a 30-day written notice to the organization.
- **Section 6** - In the event of a vacancy on the Board (including situations where the number of Board members has been deemed necessary to increase), the directors shall fill the vacancy.
- **Section 7** - The Board shall meet at least four times per year at an agreed-upon time and location. Board members shall not miss more than one meeting per year.
- **Section 8** - Board members can be contacted between 4:00- 7:00 pm Thursday and Friday, with the exception of holidays. Board members have 24 hours to respond. If they are contacted over the weekend, they will respond by Thursday evening. If contacted on a holiday, a response will be issued 24 hours after the holiday. If a matter is deemed by the Board to be urgent, it will be dealt with sooner.
- **Section 9** - If a meeting with the Board is necessary, the meeting will be attended by no less than two board members which will be chosen by the Board. No board member is excused from mediation unless there is a direct conflict with one of the attendees. All meetings will take place on Fridays, between the hours of 4:00-7:00 pm. However if there are urgent matters a meeting may take place soon.
- **Section 10** - Only board members will be allowed to have access to Google Drive, email, and communications unless otherwise stated.
- **Section 11** - If there is something that you would like the Board to consider, you may write up a proposal and submit it at the next board meeting. Once received, the Board will take the proposal into consideration and make a determination on it. The decision of the Board regarding the proposal will be addressed at the following Board meeting.

Article 4 - Officers

- **Section 1** - President
 - Requirements
 - The President should be approachable and an objective listener. They should be a strategist and be incredibly knowledgeable about the organization. The president is expected to review and



understand the organization's articles of incorporation and by-laws, policies and procedures, financial and legal situation, and strategic plan. As the board ambassador, the president acts as a spokesperson for the larger community. He or she speaks in public on behalf of the organization and advocates for the cause. By modeling appropriate behavior, the president sets high standards for board conduct and intervenes if conflicts of interest or confidentiality issues arise.

- Duties

- President at board meetings
- Creates a purposeful agenda in collaboration with the Vice-President and/or Secretary
- Appoints people to committees and assigns committee chairs
- Serves as the contact for board issues
- Sets goals and objectives with the board and ensures they are met
- Holds members accountable for attending meetings
- May take on the executive director responsibilities if the nonprofit is an all-volunteer organization.
 - As the senior leader of a non-profit organization, the executive director serves as an ex-officio member of all committees. The term ex-officio means by virtue of an office. This means that the executive director is automatically a member of every committee by virtue of his or her title. Executive directors may take a more active role on some committees than others, but they should have some involvement in all of them.
 - Depending on the organization's size, the executive director may lead and develop a senior management team. The executive director collaborates with the board of directors and the management team to carry out the board's decisions.
 - One of the most visible leadership duties of being a non-profit executive director is to energize and engage volunteers, partners, and funders. Creating excitement about the organization is a strategic part of making progress.



- Unless the non-profit organization is very small, the executive director will have a staff of people who manage administrative and human resource tasks. The executive director oversees hiring, firing, maintaining records, compliance, and other administrative duties. The director is also responsible for overseeing fundraising and ensuring sound financial practices.
- As part of the managerial duties, the executive director needs to ensure that programs and services are excellent and in keeping with the organization's long-term goals. An organization that makes timely, consistent progress is reflective of a strong executive director.
- Schedules and notifies board members of upcoming meetings.
- Holds members accountable for their tasks.
- Functions as Director
 - Assist all administration teams
 - Decide on the time/date of meetings throughout the year (meet at least four times during the dedicated season August - May to review the day-to-day flow and check in with the other leadership team members and meet any needs that might arise)
 - Helps plan and organize fundraisers
 - Assist in planning and organizing team building events
- **Section 2 - Vice President**
 - Requirements
 - The Vice President role will be filled by someone who possesses similar qualifications as the current presiding officer.
 - Duties
 - Prepares to assume the office of the board chair.
 - Fulfills the board chair's duties when the presiding officer is absent or if that office becomes vacant.
 - Assists the board chair in the execution of his or her duties.
 - Serves on committees as requested to learn the operations of the board.



- Works closely with the board chair to transfer knowledge and history to prepare for leadership.
- Helps the admin team.
 - Helps plan and organize events and fundraisers
 - Assist in planning and organizing team building events
 - Check emails, create sign-up lists for fundraisers and events.
- **Section 3 - Secretary**
 - Requirements
 - A board secretary has to be on top of every task, which means that this individual needs a fluid set of skills. Some desirable qualities for this position include strong communication skills and the ability to organize and prioritize tasks. This highly driven and detail-oriented individual should also be well-versed in administrative work.
 - Duties
 - Assures that an agenda has been prepared by the board president and and that the agenda is distributed in advance of the meeting.
 - Oversees the distribution of background information for agenda items to be discussed.
 - Prepares the official minutes of the meeting. The Secretary may perform these duties for Member meetings (e.g., Annual General Meeting) and/or for an executive committee. Requirements of minutes may vary with the jurisdiction but should include at a minimum:
 - date, time, location of the meeting
 - list of those present and absent
 - list of items discussed
 - list of reports presented
 - text of motions presented and description of their disposition
 - list of votes
 - list of decisions
 - Prepares and provides the previous meeting's written minutes to board members before the next meeting and records any changes or corrections.



- Signs a copy of the final approved minutes and ensures that this copy is maintained in the electronic corporate records.
- Assures that documents (bylaws, Form-990, roster of board members) are accessible to members.
- Ensures that the organization's records are maintained as required by law and made available when required by authorized persons.
 - Founding documents (e.g., letters, patent, articles of incorporation)
 - Lists of directors
 - Board and committee meeting minutes
 - Financial reports
 - Membership records
 - Ensures that these records are available when required for reports, elections, referenda, other votes, etc.
 - Other official records
- Ensures that an up-to-date copy of the bylaws is available at all meetings.
- Manages the general correspondence of the Board of Directors except for such correspondence assigned to others.
- In the absence of the President (and Vice-President, if the position exists), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected.
- May be designated as one of the signing officers for specific documents. In this capacity, the Secretary may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts, or other documents on behalf of the organization.
- The person upon whom legal notice to the corporation is served.
- Responsible for ensuring that documents necessary to maintain the corporation are filed.
- **Section 4 - Treasurer**
 - Requirements



- The board treasurer deals with the organization's finances and makes critical decisions regarding spending and investing. Usually, a board treasurer should be someone who already has experience in bookkeeping or accounting; however, a board treasurer may simply be a highly trustworthy person since they'll be responsible for producing financial statements and handling the organization's funds.
- In larger organizations, the board treasurer may oversee staff who will directly manage the organization's finances. Conversely, in smaller organizations, the board treasurer is more likely to do everything on their own.
- Duties
 - Keep and maintain, or cause to be kept and maintained, complete and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements.
 - Reconciles bank accounts and produces financial statements, which they present at board meetings
 - Ensures tax-related documents and legal forms are filed on time, such as the documents required to maintain the organization's tax-exempt status
 - Serves as chair of the finance committee and financial officer of the organization
 - Develop and monitor objectives for the financial department
 - Create policies that allow each department to work in the most organized way
 - Appoint managers and senior team leaders within the financial department
 - Handle negotiations for mergers, acquisitions, and the establishment of new divisions within the company
 - Allocate company funds accordingly to ensure each department can function at an optimal pace
 - Determine realistic goals and establish financial controls to maintain maximum productivity



- Manage and oversee all financial affairs for the organization
 - Manages, with the finance committee, the board's review of and action on its financial responsibilities
 - Assists the chief executive or the chief financial officer in preparing the annual budget and presenting it to the board for approval
 - Reviews the annual audit and answers board members' questions
 - Deposit, or cause to be deposited, this corporation's funds and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the Board.
 - Disburse, or cause to be disbursed, the funds of this corporation as may be ordered by the Board, taking proper vouchers for such disbursements
 - Render, or cause to be rendered, to the President, the Chair of the Board, and the Board, whenever requested, an account of all transactions entered into as Treasurer and of the financial condition of this corporation
 - Oversee the development and observation of the corporation's financial policies
 - Have such other powers and perform such other duties as may be prescribed to him or her by the Board.
- **Section 5 - Booster Administrative Coordinator**
 - Requirements
 - This detail-oriented person/persons is responsible for the smooth functioning of the booster club by ensuring that all parents and guardians have volunteer assignments and are communicated to the necessary parties. are covered when members are absent. The booster Admin fields messages from those who are going to be absent and finds substitutes if needed during a fundraising or team building event. This person/persons will also be responsible for checking the required paperwork for each person participating in the booster club and helping place persons who do not sign up to volunteer where the booster club needs them.
 - Duties
 - Creating volunteer tracking logs
 - Communicating with volunteers before and during an event



- Ensuring events have the proper amount of volunteers
- Reporting in-active volunteers to the president
- Get to know families and their needs. Help families with special needs, dietary restrictions, health restrictions, or other issues that may be volunteering or at an event.
- Help them find ways volunteers can use their talents to benefit the booster club
- Create rosters and print off rosters for events
- Keep track of Volunteer Forms and assign volunteers to events if they have not chosen a class yet.
- Relate total numbers (of volunteers and hours) to the VW Elite Booster Club Secretary
- Ensure all necessary forms are completed by members if required before the event.

Article 5 - Membership

- **Section 1** - The qualifications for membership in this organization are:
 1. Athlete participating on Valley-Wide Competitive Team.
 2. If an athlete leaves Valley-Wide Competitive Program all funds with their account will be split evenly among existing athletes. No funds will be released to the athlete leaving the program.

Article 6 - Meetings

- **Section 1** - The Board of Directors shall determine the date, time, and place of the regular annual meeting.
- **Section 2** - Regular meetings of the Board may be held at such place and time as shall be designated by the standing resolution of the Board. Regular meetings of the organization shall be held in Hemet, San Jacinto, or Menifee California.
- **Section 3** - Any board member may call special meetings.
- **Section 4** - Notice of all meetings shall be provided to each voting member by email at least 24 hours before the meeting.
- **Section 5** - A quorum must be attended by at least two-thirds of the Board members before business can be transacted or motions made or passed.

Article 7 - Conflict of Interest Policy



- **Section 1 - Purpose of Policy**

- This conflict of interest policy is designed to help the Board of Directors and members serving as representatives of VW Elite Booster Club identify situations that present potential conflicts of interest and to provide VW Elite Booster Club with a procedure that will allow an action or transaction to be treated as valid and binding if a member of the Board of Directors or member has or may have, a conflict of interest concerning the situation. If there is any inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

- **Section 2 - Conflict of Interest Defined.**

- For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:
 1. Outside Interests
 - a. An Agreement or Transaction between VW Elite Booster Club and a Responsible Person or Family Member.
 - b. An Agreement or Transaction between VW Elite Booster and an entity in which a Responsible Person or Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or another legal representative.
 2. Outside Activities
 - a. A Responsible Person competing with VW Elite Booster Club in the rendering of services or in any other Agreement or Transaction with a third party.
 - b. A Responsible Person having a Material Financial Interest in, or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or another legal representative of, or consultant to; an entity or individual that competes with VW Elite Booster Club in the provision of services or in any other Agreement or Transaction with a third party.
 3. Gifts, Gratuities, and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:



- a. does or is seeking to do business with, or is a competitor of VW Elite Booster Club; or
- b. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from VW Elite Booster Club.
- c. is a charitable organization.
- d. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of VW Elite Booster Club.

- **Section 3 - Definitions**

1. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
2. A "Responsible Person" is any person serving as a member of the Board of Directors or an enrolled member serving as a representative of VW Elite Booster Club.
3. A "Family Member" is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister of a Responsible Person.
4. A "Material Financial Interest" in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could affect a Responsible Person's or Family Member's judgment with respect to actions or transactions to which the entity is a party. This includes all forms of compensation.
5. An "Agreement or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by VW Elite Booster Club. The making of a gift to VW Elite Booster Club is not an Agreement or Transaction within the meaning of this document.

- **Section 4 - Procedures**

1. Before board action on an Agreement or Transaction involving a Conflict of Interest, the Board member or enrolled member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts



material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

2. A board member or enrolled member who plans not to attend a meeting at which he or she has reason to believe that the board will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
 3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
 4. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken unless the vote is by secret ballot. Such a person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of VW Elite Booster Club has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
 5. Responsible Persons who are not members of the Board of Directors of VW Elite Booster Club, or who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of board action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect VW Elite Booster Club participation in such Agreement or Transaction.
 6. In the event, it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.
- **Section 5 - Confidentiality.**



- Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be averse to the interests VW Elite Booster Club. Furthermore, a Responsible Person shall not disclose or use information relating to the business of VW Elite Booster Club for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.
- **Section 6 - Review of Policy**
 1. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
 2. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to VW Elite Booster Club. Each Responsible Person should also disclose to the Board of Directors any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms. Any such information regarding the business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary for connection with the implementation of this Policy.
 3. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Article 8 - Committees

- **Section 1** - The Board may create committees as needed, such as fundraising, public relations, and program committees. The President shall appoint all committee chairs if no chair exists.
- **Section 2** - No committee shall have any power to: fill vacancies on the Board, adopt, amend or repeal the bylaws, amend or repeal any resolution of the Board, or act on matters committed by the bylaws or resolution of the Board to another committee of the Board.



- **Section 3** - All committees will be required to give the Board of Directors access to any information asked of them.

Article 9 - IRC 501(c)3 Tax Exemption Provisions

- **Section 1** - Upon the dissolution of VW Elite Booster Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or donated to Valley-Wide Elite Gymnastics..
- **Section 2** - VW Elite Booster Club is organized exclusively for financially assisting the Valley-Wide Elite Gymnastics competitive teams and team building experiences under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of VW Elite Booster Club shall inure to the benefit of or be distributable to its members, trustees, 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 purposes outlined in the purpose clause hereof.
- **Section 3** - No substantial part of the activities of VW Elite Booster Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- **Section 4** - Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 10 - Amendments

- **Section 1** - These Bylaws may be amended when deemed necessary by a majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary and sent along with regular board meeting notices.