



CEDARCREST BAND BOOSTERS  
DUVALL, WA

## BYLAWS CEDARCREST BAND BOOSTERS

### Article I

#### Name and Purpose

**Section 1.01. Name.** The name of this organization shall be Cedarcrest Band Boosters.

**Section 1.02. Purpose.** The organization is organized and operated for the charitable and educational purposes of The Cedarcrest Band and Color Guard from Cedarcrest High School, Duvall Washington to promote the music education, activities and endeavors of the Cedarcrest Band.

### Article II

#### Membership

**Section 2.01. Qualification.** All parents, guardians or other persons with a child enrolled in Band and attending Cedarcrest High School, Parents or Guardians of Cedarcrest High School Band Alumni and Volunteers for the Cedarcrest High School Band shall be considered voting members of the organization. The Cedarcrest Principal and Assistant Principals, Directors and Instructional staff shall be non-voting, advisory members of the organization.

**Section 2.02. Rights and Responsibilities.** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

**Section 2.03. Quorum.** A quorum shall constitute three Members of the Executive Board in addition to four voting members at any membership meeting for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

**Section 2.04. Meetings.** There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of 2 or more of the general membership. The membership shall meet monthly during the school year or as needed.

## **Article III**

### **Executive Board**

**Section 3.01. Membership.** The Executive Board shall consist of the elected officers of the organization.

**Section 3.02. Authority.** The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

**Section 3.03. Meetings.** The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

**Section 3.04. Quorum.** A quorum of the Executive Board for the conduct of business shall consist of at least three officers in attendance.

**Section 3.05. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06. Participation in Meeting by Conference Telephone or Electronic Communication.** Members of the Board may participate in a meeting through use of conference telephone or electronic communication or similar communications equipment, so long as members participating in such meeting can hear one another or access discussion material without impediment.

**Section 3.07. Reimbursement.** Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

## **Article IV**

### **Officers and Their Elections**

**Section 4.01. Officers.** The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Section 4.02. Election.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in March of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership at the General Meeting in April. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Officers shall be elected at the May meeting of the organization by the members present. Officers shall assume their official duties on the last day in June in the current school year. Outgoing officers may assist with transitional duties by request or advisory members or as they see fit.

**Section 4.03. Term.** Officers shall serve a one-year term. Terms shall be limited to two concurrent terms unless there is no nominated candidate for that position.

**Section 4.04. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

**Section 4.05 Removal** Any member of the Executive Board may be removed from office for unexcused absences from three consecutive meetings or for other cause by a majority vote of members present at the deciding meeting. Written notice of the proposed removal and the cause thereof must be given to such board member at least ten days prior to the date of the regular or special meeting at which such removal shall be voted upon.

## **Article V**

### **Duties of Officers**

**Section 5.01. President.** The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote as a member of the Executive. The President shall in collaboration with other executive board members, nominate all committee chairs. The President may be an advisory member of all committees of the organization as needed or requested.

**Section 5.02. Vice-President(s).** The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board. The Vice-President may be an advisory member of all committees of the organization as needed or requested.

**Section 5.03. Secretary.** The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board. The Secretary may be an advisory member of all committees of the organization as needed or requested.

**Section 5.04. Treasurer.** The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request. The Treasurer may be an advisory member of all committees of the organization as needed or requested.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that numbered receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.
- Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new treasurer.

**Section 5.04.01 Committees.** Committees shall be formed on an as needed basis and identified in writing to the General Membership. Committees may be suggested by the general membership but will be voted on and approved by the Executive Board Members. Executive board members will select and announce Committee Chairs. All Executive board members may act as advisory members on a designated or needed basis.

## **Article VI**

### **Finances**

**Section 6.01. Budget.** The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

**Section 6.02. Obligations.** The Executive Board may authorize by majority vote any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization in accordance to the yearly budget.

**Section 6.03. Loans.** No loans shall be made by the organization to its officers or members.

**Section 6.04. Checks and Debit Card.** All checks, drafts, or other orders for the payment of money on behalf of the organization shall require a signature or signed authorization by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$2500 or more must have the authorization of at least two officers, such as the Treasurer and the President.

**Section 6.05. Banking.** The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted.

If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

**Section 6.06. 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:

- 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;
- Checks exceeding \$2500 must be authorized by at least two officers authorized by resolution of the Executive Board
- An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis; and,
- A committee of at least two (2) persons without check signing authority shall annually audit all organization finances, or hire and supervise an outside accountant or auditing firm to review of organization financial records.

**Section 6.07. Financial Report.** The Treasurer shall present a financial report at each membership meeting of the organization and 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 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 over \$100,000 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 \$250,000.

**Section 6.08. Fiscal Year.** The fiscal year of the organization shall be from July 1st to June 30th but may be changed by resolution of the Executive Board.

**Section 6.09. Financial Record Retention.** All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in organization record book, binder, or cloud-based software.	<b><u>At least seven (7) years</u></b> Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis. Store in binder or cloud-based software.	<b><u>Seven (7) Years</u></b> Store w/financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile & file records on yearly basis. Store in binder or cloud-based software.	<b><u>Three (3) Years</u></b> Store w/ financial records. Destroy after three years.

**ARTICLE VII**  
**Conflicts of Interest**

**Section 7.01. Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of Organization 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 Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Organization. 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 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 Board of Directors, excluding the person who is the subject of the possible conflict.

**Section 7.02. 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 7.03. 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 7.04. Annual Review.** A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

## **ARTICLE VIII Indemnification**

Every member of the Executive Board, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE IX Amendments**

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

## **ARTICLE X Dissolution**

Upon dissolution of the Cedarcrest Band Boosters, the Executive Board, after paying or making provision for the payment of all the liabilities of the organization, shall distribute the net assets to the Cedarcrest High School Associated Student Body located at 29000 NE 150<sup>th</sup> St., Duvall, WA 98019. Original dated 12/13/2016.