

CANFIELD HIGH SCHOOL SWIM AND DIVE TEAM BOOSTERS, INC.

CONSTITUTION

ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the not for profit organization shall be the **Canfield High School Swim and Dive Team Boosters, Inc.**
- Section 2: The **Canfield High School Swim and Dive Team Boosters, Inc.** is herein formed for the exclusive charitable purpose of raising money through various District approved events to provide financial support of the student- athletes and coaches of the Canfield High Swim and Dive Team.
- Section 3 The **Canfield High School Swim and Dive Team Boosters, Inc.** shall conduct its business with the close coordination and input of the Canfield Local School Board of Education. It shall not have the authority to act on behalf of the District in any capacity. The organization shall provide periodic activity and financial reports to the District as requested by the District Superintendent.
- Section 4 It shall be the responsibility of the **Canfield High School Swim and Dive Team Boosters Inc.** to monitor its activities for compliance with all District policies including Policy 9211 - District-Support Organizations.
- Section 5 Prior to the commencement of any organizational activities, the **Canfield High School Swim and Dive Team Boosters Inc.** shall obtain authorization from the District to undertake its stated purpose and goals.

ARTICLE II - MEMBERSHIP

- Section 1: Application for voting membership shall be open to any person that supports the purpose statement in Article 1, Section 2 and who meets the requirements for membership as outlined herein. Continuing membership is contingent upon the member's compliance with the bylaws of the **Canfield High School Swim and Dive Team Boosters Inc.**

Section 2: Membership classes:

A. Active: Active membership status shall be granted to any person who has a student currently enrolled in the Canfield Local School District and whose child is a member of the Canfield High School Varsity or Junior Varsity Swim and Dive Team. Active members shall be eligible to participate in all regular and special meetings of the organization and shall be eligible to hold an elected office and serve on committees. Active members may be required to pay annual membership dues as set by the Board. Active members must attend regular and annual meetings during the year to vote or be nominated for elected office.

B. Ex-Officio: Ex-Officio membership shall be granted to a designated member of the District school board, the District Superintendent or representative, the District contract high school athletic team head coach and assistant coaches. Ex-Officio members shall participate in all regular and special meetings. They will provide advice, support and direction to the Board regarding the fundraising plans and proposed purchases or personal performance contracts.

Section 3: The Board shall have the authority to establish and define additional categories of membership.

Section 4: All Board Members shall be required to maintain compliance with the organization's Conflict of Interest policy and procedures adopted this date as Appendix I to this Constitution.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: **Annual Meeting.** The date of the annual meeting of the organization shall be set by the Board of Directors who shall also set the time and place.

Section 2: **Special Meetings.** The President or the Executive Committee may call a special meeting. A petition signed by ten percent of the voting members of record may call a special meeting.

Section 3: **Notice.** Notice of each meeting shall be given to each member, by mail or other documented form of electronic communication, not less than two days before the meeting.

Section 4: **Alternative Meeting Form.** The Board may arrange to meet or conduct other business by conference call or other acceptable alternative means to facilitate the completion of organizational business. The alternative form of meeting shall have the same effect as a regular meeting as long as minutes of any Board action are recorded and published by the Secretary or designated alternate.

ARTICLE IV – EXECUTIVE BOARD

Section 1: **Role, Size, and Composition.** The Executive Committee is responsible for overall policy, operation and direction of the organization and its standing committees. The Board may have up to five (5) and no fewer than three (3) members. The Board will have a minimum of one (1) At large member. Board members will receive no compensation or in kind remuneration for their service.

Section 2: **Meetings.** The Board shall meet as necessary to carry out the purposes of this organization at an agreed upon time and place.

Section 3: **Board Elections.** Up to (4) Board members shall be elected by a majority vote of members of the organization as Officers. The initial Board shall be elected from a slate of candidates proposed at the initial organizing meeting of the **Canfield High School Swim and Dive Team Boosters, Inc.**

Section 4: **Election Procedures.** The Nominating Committee shall be responsible for nominating a slate of representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the **Canfield High School Swim and Dive Team Boosters, Inc.** to achieve the organization's stated purpose. Candidates selected by the Nominating Committee must be an Active member of the **Canfield High School Swim and Dive Team Boosters, Inc.** or become an Active member prior to election.

Active members of the organization will be eligible to vote for each Board candidate. In addition to the slate of nominees presented by the Nominating Committee, any Active member may become a nominee by obtaining a verbal nomination by a third party Active member that is properly moved and seconded at the annual meeting.

The annual election of Board members will be held in accordance with the election procedures established by the Board at annual membership/parent/student Swim Banquet meeting held in March of each year. Each member eligible to vote shall receive one ballot. Active members shall be

permitted to vote on the proposed slate of candidates by written or absentee ballot. Said absentee ballot must be received by the Secretary no later than 6:00 pm the date of the meeting. The nominees receiving the largest number of votes cast in the annual election shall be elected to the Board.

Section 5: **Terms.** Unless otherwise specified, all Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 6: **Quorum.** A regular meeting must be attended in person or by other available means of documented communication by at least three of the five Board members before business can be transacted or motions made or passed.

Section 7: **Notice.** An official Board meeting requires that each Board member have written notice by regular US mail delivery or other documented method of electronic correspondence, including email, two (2) days in advance of any scheduled meeting..

Section 8: **Officers and Duties.** There shall be four (4) officers of the Executive Board consisting of a President, a Vice President, a Secretary, and Treasurer. Their duties are as follows:

The **President** shall convene regularly scheduled Board meetings, shall preside or arrange for another member of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The President shall be responsible the oversight and coordination of organizational activity, planning and serve as the designated liaison to the District appointed Head Coach and Assistant Coaches.

The **Vice President** will be responsible for Fundraising committees or other special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions and Public Relations for the team, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members, the District Treasurer and the public.

The President or the Treasurer shall be the sole persons authorized to issue or receive checks or other negotiable instruments on behalf of the organization.

Section 9: Vacancy. When a vacancy on the Board exists the Secretary shall notify all Board members by mail or other documented means of communication. The Secretary may receive nominations for a new member from present Board members within ten days of the vacancy announcement. The nominations in ballot form shall then be sent out to Board members in the same manner as the vacancy announcement. Board members shall have one week to vote. The nominee with the majority of votes will be elected to the Board. All vacancies will be filled only to the end of the particular Board member's unexpired term.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year by a three-fourths vote of the remaining members of the Board. A Board member may be removed for other reasons by a three-fourths vote of the remaining members of the Board.

Section 11: Officers and Executive Liability Insurance: The organization may obtain Officers and Executive liability insurance for all current Board members in a sufficient amount to be determined by the Board to insure against any claims arising from performance of authorized duties on behalf of the organization.

ARTICLE V - COMMITTEES

Section 1: There shall be four standing committees: Finance, Public Relations/Fundraising, and Nominating. The Board may create additional committees as needed. Except in cases where the committee chair is specified, the Board will appoint all other committee chairs. Committee chairs must be members of the Board.

Section 2: Finance Committee. The Finance Committee shall be responsible for developing and reviewing and maintaining fiscal procedures related to fundraising plans, loans, recommendations for hiring accountants and the annual budget with the Board. The Finance Committee shall submit its recommended budget to the Board for approval. All expenditures must be within the budget. The Executive Board must approve any major variance or change in the budget. The fiscal year shall be July 1st to June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The Treasurer shall serve as chair.

Section 4: **Public Relations/ Fundraising:** The Vice President shall be chair of the Public Relations/ Fundraising Committee. The Public Relations/ Fundraising Committee shall be responsible for developing and directing a comprehensive public relations and fundraising strategy for approval by the Board. The Executive Committee must approve any major variance or change in the fundraising plan. Fundraising plans shall be submitted on an annual basis in May of each year to allow planning for future expenditures.

Section 5: **Nominating:** The President shall serve as Chairman of the Nominating Committee. This committee will be responsible for recruiting and selecting candidates to fill open positions on the Board for election at the Annual Swim banquet/ membership meeting in March.

ARTICLE VII - AMENDMENTS

Section 1: The Constitution or Code of Regulations of the **Canfield Swim and Dive Team Boosters, Inc.** may be proposed for amendment when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements and voted upon at a regular or special meeting of the Board.

Section 2: The proposed amendment shall be published to the membership by mail, email or other documented form of communication. The amendment must receive a majority vote of the voting members present at a regular or special meeting of the membership to be ratified. The Amendment shall become effective the date of ratification by the membership.

This Constitution of the **Canfield High School Swim and Dive Team Boosters, Inc.** was adopted March 22, 2005 at Canfield Ohio at the initial organizational meeting by a majority of persons present this date.

D. Kim Stefanski
Stefanski & Associates LLC
Legal Counsel for
**Canfield High School Swim and Dive Team
Boosters, Inc.**

**CANFIELD HIGH SCHOOL
SWIM AND DIVE TEAM BOOSTERS, INC.
CODE OF REGULATIONS**

1. The Annual meeting of the organization shall be held at the Annual Swim Banquet in March. All other meetings will be called as required to complete organization business.
2. The order of business at all meetings shall be as follows:
 - a. Review and approval of minutes of prior meeting
 - b. Review and approval of Treasurer's report
 - c. Committee reports
 - d. Old business
 - e. New business
 - f. Adjournment
3. The annual Active member dues may be set by the board. Dues if established shall be paid to the Treasurer by September 1st of each year for current members. New members shall be required to pay the annual dues in full when joining the organization.
4. The annual budget shall be approved by the Board at its May meeting
5. An internal audit review of the organization's financial records will be performed on an annual basis. An independent audit review of the organization's financial records may be performed at any time as designated by the School District Treasurer's office. The Board will appoint the internal audit review committee.
6. Post office box. The organization may establish a post office box address at the Canfield Post Office. The President, Secretary and Treasurer shall have access to the box. The Board may designate the Treasurer or Secretary to receive mail.
7. Donor Confidentiality. The name and contribution of donors shall remain confidential unless the donor has specifically authorized in writing the release of information.
8. Member misconduct: Any member having direct knowledge or concern regarding possible misconduct by a member shall report such information to the President or Vice President of the Board or the School District.

APPENDIX I

CANFIELD HIGH SCHOOL SWIM AND DIVE TEAM BOOSTERS, INC.

CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to prevent the personal interest of board members, and volunteers from interfering with the performance of their duties to Canfield High School Swim and Dive Team Boosters, or result in personal financial, professional, or political gain on the part of such persons at the expense of Canfield High School Swim and Dive Team Boosters, Inc. or its members, supporters, and other stakeholders.

DEFINITIONS

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust.

Persons in a position of trust include staff members, officers, and board members of Canfield High School Swim and Dive Team Boosters, Inc.

Board means the Board of Directors.

Officer means an officer of the Board of Directors.

Volunteer means a person, other than a board member who does not receive compensation for services and expertise provided to Canfield High School Swim and Dive Team Boosters, Inc. and retains a significant independent decision-making authority to commit resources of the organization.

Member means a member of Canfield High School Swim and Dive Team Boosters, Inc.

Supporter means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations that contribute to Canfield High School Swim and Dive Team Boosters.

POLICY AND PRACTICES

The interested parties shall make full disclosure, by notice in writing, to the full Board of Directors in all conflicts of interest, including but not limited to the following:

A board member is related to another board member by blood, marriage or domestic partnership.

A board member or their organization stands to benefit from any Canfield High School Swim and Dive Team Boosters, Inc. transaction or staff member of such organization receives payment from Canfield High School Swim and Dive Team Boosters, Inc. for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.

A board member is a member of the governing body of a contributor to Canfield High School Swim and Dive Team Boosters, Inc.

A volunteer working on behalf of Canfield High School Swim and Dive Team Boosters, Inc. who meets any of the situations or criteria listed above.

Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Canfield Swim and Dive Team Boosters, Inc. best interests. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested members are less than a quorum provided that at least one consenting member is disinterested.

An interested Board member or officer shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

Anyone in a position to make decisions about spending the organization's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); she/he should not participate in any final decisions.

A copy of this policy shall be given to all Board members, volunteers upon commencement of such person's relationship with Canfield High School Swim and Dive Team Boosters, Inc. or at the official adoption of stated policy. Each board member, officer and volunteer shall sign and date the policy at the beginning of her/his term of service and each year thereafter. Failure to sign does not nullify the policy.

This policy and disclosure form must be filed annually by all specified parties.

CANFIELD HIGH SCHOOL SWIM AND DIVE TEAM BOOSTERS, INC.
Employee Conflict of Interest Disclosure Form

All specified parties, as identified in the Canfield High School Swim and Dive Team Boosters, Inc. Conflict of Interest Policy Statement, must file this form annually.

I _____ have read the organization's Conflict of Interest Policy and herein state:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date