

**INDIAN HILL SCHOOL DISTRICT BOOSTERS ASSOCIATION
CODE OF REGULATIONS/BYLAWS**

ARTICLE I – NAME

SECTION 1. NAME. The name of the organization is the Indian Hill School District Boosters Association, hereinafter referred to as the “Boosters”

SECTION 2. OFFICE. The principal office of the Boosters shall be located in the County of Hamilton, State of Ohio.

SECTION 3. NOT-FOR-PROFIT-STATUS

- (I) All of the assets and earnings of the Boosters shall be used exclusively for purposes within the meaning of the Section 510(c)(3) of the Internal Revenue Code of 1986, as amended and any successor Internal Revenue laws of the United States of America.
- (II) No part of the net earnings of the Boosters shall benefit or be distributable to any officers or other private persons, except that the Boosters is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- (III) All monies raised by the Boosters shall be used in support of the arts, athletics and extracurricular activities at the Indian Hill School District (“IHSD”).

ARTICLE II – PURPOSE

The Boosters is organized for the purpose of supporting athletics, fine arts, and other extracurricular activities for the enrichment of children throughout the IHSD by fostering relationships among the school, parents, teachers, school administrators and coaches.

ARTICLE III – MEMBERS

SECTION 1. MEMBERS

- (I) Members: Any parent, guardian, or other primary caregiver (i.e. a grandparent) that pays dues may be a member. The principals and any teacher employed at the school may be a member. As outlined below in (II) and (III) there will be active and associate members with different dues requirements.
- (II) Active Members: Invited to participate in membership and pay dues and include faculty, parents, legal guardians and other primary caregivers of children enrolled in the IHSD. Additional membership invitations may be extended at the discretion of the Boosters.
- (III) Associate Members: Includes the community at large that may be invited to participate in all community activities but may not hold office, as dues requirement is at the discretion of the Boosters.
- (IV) Membership Term: Active membership shall be for one academic school year as defined by the IHSD and may be modified or cancelled at any time by the IHSD or Boosters Board (as defined in Article IV below.)

SECTION 2. DUES

- (I) Dues will be established by the Boosters Board. A member (one per family) must have paid his or her dues prior to any meeting to be considered a member in good standing.
- (II) Payment of dues shall be through online ticketing site, check or cash.

SECTION 3. MEMBERSHIP, SPONSORSHIP AND SPORTS PROGRAM CHAIRS

- (I) Sponsorship Chair. The Sponsorship Chair is responsible for soliciting, invoicing and collecting all donations from local area businesses/corporate sponsorships. This includes responsibility for all sponsorship benefits.
- (II) Sports Program Chair. The Sports Program Chair shall create the official rosters for both the home and visiting teams and create programs that include student athlete photos, rosters and advertisements/sponsorships.
- (III) Membership: The Membership Chair is responsible for communicating and collecting dues for Boosters Association membership during the school year.

SECTION 4. PARENT CLUB REPRESENTATIVES AND TREASURER

- (I) Parent Club Representatives. The Parent Club Representatives shall provide support and encouragement for their athletic team or organization, solicit and coordinate volunteers, develop team budgets and provide all collected monies to the Parents Club Treasurer.
- (II) Parent Club Treasurer. The Parent Club Treasurer shall
 - a. collect all monies from Parent Club Representatives
 - b. maintain account of all monies per club/sport
 - c. provide budget updates at all Boosters Board meetings
 - d. manage reimbursement requests for the parent club committees and members

ARTICLE IV – OFFICERS AND ELECTIONS

SECTION 1: OFFICERS.

The officers of the Boosters (Boosters Board) shall consist of the President, Vice President, Treasurer, Communications Chair and Secretary

- (I) President. The President serves as the leader and key contact for the Boosters; presides at all Boosters Board and Executive Board meetings; ex-officio member of most committees; is a member of steering committee for the district coordination group; appoints chairpersons for special committees subject to Executive Board approval; coordinates all fundraising activities with the Vice President, IHSD and committees; coordinates the work of the officers and committees so that the Boosters’ objectives can be met.
- (II) Vice President: The Vice President acts as an aide to the President; performs the duties of the President in the absence or inability of that officer to serve;

assumes other responsibilities as assigned by the Executive Board, including membership drive and sponsorship acquisition; serves as a voting member of the Nominating Committee and is willing to serve as President the following academic school year.

- (III) Treasurer: The Treasurer is responsible for, and has custody of, Boosters funds, including monies obtained through dues, sponsorship and Bravesline sales in conjunction with the Parent Club Treasurer, as defined in Article III, Section 4 (II); makes timely reimbursements as properly authorized; assures that Boosters policies and best practices are followed; is willing to have a background check; prepares financial reports for each meeting and a summary report at the end of the Boosters fiscal year; prepares the books for audit and supervises preparation of appropriate state and federal tax forms annually, including IRS Form 1023 and copies of the organization's annual information returns (currently IRS Form 990 or 990EZ); follows all state and federal laws regarding members' rights to view all tax forms; works with Parent Club Treasurer to ensure individual committee/sports club budgets are maintained.
- (IV) Secretary: The Secretary takes all meeting minutes at both Executive Board and general board meetings; notifies board members of meetings, provides agendas and minutes; writes thank-you notes; reviews and recommends any revisions of this Code of Regulations/Bylaws in accordance with Article XII.
- (V) Communications Chair :The Communications Chair maintains the Boosters website; submits emails and announcements to the IHSD Director of Communications via the IHSD listserv; maintains social media presence, including Facebook, Instagram.

SECTION 2. NOMINATIONS AND ELECTIONS

Nominations for the Boosters shall be conducted by a nominating committee ("NC"). The NC shall be chaired by the current school year President, whose position will be participatory but non-voting.

The voting NC members shall include the current school year Vice President (who will be the President the following school year), four board members and representatives from each school. The NC will solicit nominations from the general membership via NC form and will deliberate in February/March (or other months) to present a slate of candidates for each office at the spring Boosters meeting.

The elections will be held at the spring meeting, at which time nominations may also be made from the floor (MAY NOT APPLY, DEPENDING ON HOW YOU MANAGE ELECTIONS). Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken. Elections pass by a majority vote of the members in good standing who are present at the meeting when the vote is taken.

SECTION 3. ELIGIBILITY

Members are eligible for office if they are members in good standing at least 14 calendar days before the NC presents its slate. Members must indicate a willingness to serve before they are nominated for election to office by the NC or by the general membership at the spring meeting.

SECTION 4. TERMS OF OFFICE

Officers terms begin at the start of the Boosters fiscal year (as defined in Article VIII, Section 7). The President's term is for one year. The Vice President's term is for one year, with the assumption of the presidency the following year. The Secretary and Treasurer (and possibly Communications Chair) shall hold three-year terms. Officers may not serve more than two consecutive terms and may only hold one office at a time.

SECTION 5. RESIGNATIONS

Any officer may resign at any time by giving written notice to the President or Secretary of the Boosters. The resignation will be effective upon receipt of notice by the Boosters.

SECTION 6. REMOVAL

An officer may be removed from office by a two-thirds vote of the remaining officers, with reasonable cause, at an Executive Board meeting. Removal will occur automatically upon the date of the action of Executive Board.

SECTION 7. VACANCIES

A vacancy caused by removal or resignation shall be handled as follows: If there is a vacancy in the office of President, the Vice President will become the President. At the next regularly scheduled Executive Board meeting, a new Vice President will be elected. If there is a vacancy in any other office, the NC will fill the vacancy by committee recommendation to the Executive Board and then through an election at the next regular Executive Board meeting.

SECTION 8. RECEIPT OF PROPERTY

On behalf of the Boosters, the officers may receive and accept property by way of fundraising activities, gift, grant, bequest or devise, from any person, foundation, corporation, either public or private, governmental instrumentality, or otherwise. No gift, grant, bequest or devise of any such property shall be received and accepted if it shall, in the opinion of the officers, jeopardize the Boosters' not-for-profit status.

ARTICLE V – MEETINGS

SECTION 1. SPECIAL MEETINGS

May be called by the President, any two members of the Executive Board, or five general members submitting a written request to the Secretary. Notice of the special

meeting shall be sent to the members at least ten days prior to the meeting, by flyer, email or phone calls.

SECTION 2. QUORUM

The quorum at any general meeting consists of the number of voting members present.

ARTICLE VI – EXECUTIVE BOARD

SECTION 1. MEMBERSHIP

The officers, as outlined in Article IV, function as the Executive Board (“EB”).

SECTION 2. DUTIES

The duties of the EB shall be to transact business between meetings in preparation for the general meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

SECTION 3. BOARD MEETINGS

EB Board meetings will take place as set by the calendar during the course of the fiscal year, at places and times to be set by the EB. Special meetings of the EB may be called by any two board members, with a 24-hour notice by email and phone.

SECTION 4. QUORUM

A quorum for the EB consists of a majority of the officers.

SECTION 5. LIABILITY, INDEMNIFICATION AND INSURANCE

- (I) Liability. The officers of the Boosters shall not be held liable or responsible for contracts, debts or defaults of the Boosters in any sum whatsoever, nor shall any mere informality in the Boosters have the effect of rendering these Code of Regulations/Bylaws null or void or of exposing the officers to any liability.
- (II) Indemnification. Boosters shall indemnify any person who was, or is, a party in any legal action by reason of the fact that the person is, or was, an officer of the Boosters and who acted in good faith and in a manner that the person reasonably believed to be in the best interests of the Boosters.
- (III) Liability Insurance. The Boosters shall purchase and maintain liability insurance on behalf of the officers or agents of the Boosters.

ARTICLE VII – COMMITTEES AND CHAIRPERSONS

SECTION 1. MEMBERSHIP

Committees may consist of members and EB members, with the President acting as an ex-officio member of all committees; may be appointed as needed; are required to have a chairperson selected by the EB.

SECTION 2. MEMBERS IN GOOD STANDING

All committee members and chairpersons shall be current dues-paying members of the Boosters.

ARTICLE VIII – FINANCES

SECTION 1. BUDGET

A tentative budget shall be drafted in the spring of the previous fiscal year and submitted for approval at the last meeting of the previous fiscal year. Approval shall be by a majority vote of the members present.

SECTION 2. FINANCIAL RECORDS

The Treasurer shall keep accurate records of any disbursements, income, and bank account information, which shall be available for review when requested. Monthly financial reports shall be presented to the EB, and a full report shall be presented to the general membership at each Boosters meeting.

SECTION 3. EXPENSES AND DEPOSITS

The EB shall approve all expenses of the organization. Any funds not being immediately used shall be promptly deposited to the credit of the Boosters in such banks, trust companies or other depositories as the EB may deem appropriate.

SECTION 4. AUTHORIZED SIGNATURIES

Two authorized signatures shall be required on each check over the amount of \$1,000. Authorized signers shall be the President, Vice President and Treasurer. No authorized signatory may write a check to themselves.

SECTION 5. FINANCIAL STATEMENTS

The Treasurer shall prepare a financial statement at the end of the year and may request that a budget committee be appointed to assist with the financial statements.

SECTION 6. FUNDS UPON DISSOLUTION

Upon the dissolution of the Boosters, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the IHSD or placed in a Booster designated restricted fund with the Indian Hill Foundation.

SECTION 7. FISCAL YEAR

The fiscal year shall be July 1 to June 30.

SECTION 8. CONTRACTS

The EB may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of the Boosters, as limited by these Code of Regulations/Bylaws.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organizations Code of Regulations/Bylaws.

ARTICLE X – STANDING RULES

Standing rules may be approved by the EB, and the Secretary shall keep a record of the standing rules for future reference.

ARTICLE XI – DISSOLUTION

The Boosters may be dissolved in accordance with the applicable provisions of the Ohio Nonprofit Corporation Law, the Articles of Incorporation and these Code of Regulations/Bylaws with previous notice (14 calendar days) and a two-thirds vote of those members present at a meeting. Upon dissolution, any property and assets, of any nature, shall be transferred in accordance with the provisions of the Articles of Incorporation. Any funds shall be used as stated in Section 6, Article VIII.

ARTICLE XII – AMENDMENTS

The Articles of Incorporation or Code of Regulations/Bylaws of the Boosters may be amended at any regular or special meeting, provided that a week's notice is posted publicly prior to the next scheduled meeting and then sent to all members of the organization by the Secretary. Notice will be given by mail or email. Amendments will be approved by a quorum present at a meeting.

ARTICLE XIII – CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE.

The purpose of the Conflict of Interest Policy is to protect the Booster's interest when it is contemplating entering into a transaction or arrangement that might also benefit the private interest of an officer or director of the Boosters or might result in a possible excess benefit transaction (defined below). This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

- (I) **Interested Person**. Any Boosters director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.
- (II) **Financial Interest**. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which the Boosters has a transaction or arrangement;
 - b. A compensation arrangement with the Boosters or with any entity or individual with which the Boosters has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Boosters is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors, benefits, and reimbursements for personal expenses that are substantial.

A Financial Interest is not necessarily a conflict of interest. Under Article XIII, Section 3 (II), a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- (III) Excess Benefit Transaction. An excess benefit transaction is any kind of transaction in which an Interested Person receives an economic benefit from the Boosters that exceeds fair market of what the Boosters received in return.

SECTION 3. PROCEDURES

- (I) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest to the EB or special committees with board-delegated powers (i.e., conflicts or executive committees) considering the proposed transaction or arrangement and be given the opportunity to disclose all material facts.
- (II) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, the Interested Person shall leave the governing board or committee meeting while the Financial Interest is discussed and the determination of a conflict of interest is discussed and voted upon. The remaining EB or committee members shall decide whether a conflict of interest exists.
- (III) Procedures for Addressing a Conflict of Interest.
 - a. An Interested Person may make a presentation at the board of directors or committee meeting, but after the presentation, such interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the EB or directors or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the EB or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Boosters, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (IV) Violations of the Conflicts of Interest Policy.
 - a. If the EB or committee has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict of interest, it

shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the EB or committee determines that there is an Interested Person that has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include dismissal.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the EB and all committees with board delegated powers shall contain:

- (I) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict was present, and the decision of the EB or committee as to whether a conflict of interest in fact existed.
- (II) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION

- (I) No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether the compensation is received directly or indirectly from the Boosters.
- (II) Boosters shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances.
- (III) No member of the Boosters board or executive board shall receive any compensation from Boosters.

SECTION 6. ANNUAL STATEMENTS

Each director, principal officer and member of a committee with the delegated powers of the board shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands Boosters is a charitable organization and in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure Boosters operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures and arrangements with management organizations conform to the written policies of Boosters, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7 above, Boosters may, but need not, use outside advisors and consultants. If outside advisors or consultants are used, such use shall not relieve the EB of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV – BOOKS AND RECORDS

The Boosters shall keep correct and complete books and records of account and minutes of the proceedings of its general meetings and EB meetings. All books and records of the Boosters may be inspected by any officer or general member for any proper purpose at any reasonable time. All books and records shall be maintained by the Secretary.

ARTICLE XV – EFFECTIVE DATE

This Code of Regulations/Bylaws shall be effective as of April 1, 2021

ATTACHMENT: Committees

Spirit Committee

The Spirit Committee will coordinate community activities that occur at the Booster Pavilion in support of spring and fall sports seasons, including but not limited to Homecoming, Booster Bashes and end of the school year Booster celebrations. Additionally, the Spirit Committee will coordinate Booster Bash celebrations for other IH sports and seasons as determined by coaches, AD and Booster Association Board.

Bravesline Committee

The Bravesline Committee shall maintain store inventory, order new spirit wear/ branded items for the start of each new school year. The Bravesline Committee shall solicit volunteers, train volunteers and create volunteer schedule for the school year. The Bravesline Committee shall input all new merchandise into the computer system by unpacking, counting, taking photos of each item and scanning for inventory. The Bravesline Committee shall be responsible for merchandising the Bravesline store with support from volunteers. The Bravesline Committee shall maintain the budget in terms of inventory expense as determined by the Indian Hill Boosters Board.

In addition to the Bravesline committee, Bravesline operations and pop-up shops will be supported and managed by representatives from each of the four IH schools. Each representative will agree to work one Friday per month in the Bravesline store and assist in coordination and staffing of approved pop-up events approved for their respective schools.

- **Bravesline PS Representative-** Act as a liaison between the Boosters Association and Bravesline and the Primary School. Coordinating pop-up events for sale of Bravesline merchandise at appropriate events. Appropriate events will be defined by Bravesline team and Boosters board.
- **Bravesline ES Representative-** Act as a liaison between the Boosters Association and Bravesline and the Elementary School. Coordinating pop-up events for sale of Bravesline merchandise at appropriate events. Appropriate events will be defined by Bravesline team and Boosters board
- **Bravesline MS Representative-** Act as a liaison between the Boosters Association and Bravesline and the Middle School. Coordinating pop-up events for sale of Bravesline merchandise at appropriate events. Appropriate events will be defined by Bravesline team and Boosters board
- **Bravesline HS Representative-** Act as a liaison between the Boosters Association and Bravesline and the High School. Coordinating pop-up events for sale of Bravesline merchandise at appropriate events. Appropriate events will be defined by Bravesline team and Boosters board