

**Weddington Middle School Athletic Booster Club, Inc.
By Laws**

(adopted July 24, 2015)

Article I – Name

The name of this non-profit organization shall be the **Weddington Middle School Athletic Booster Club, Inc. (“WMSABC”)**.

Article II – Purpose

The purpose of this organization shall be

- to encourage, develop, promote, enrich, improve, and support the athletic activities of the Weddington Middle School (“WMS”) community;
- to unite the parents, students, faculty, alumni, and community in the common interest of supporting and encouraging participation in interscholastic sports programs, recognizing the integral role athletics play in children’s education and development;
- to promote the mental, physical, emotional, and social benefits of interscholastic athletic competition at WMS;
- to instill a sense of school pride and school spirit in all of our athletes and the community at large; and
- to recognize and reward student athletes for participation in our athletic programs.

Article III - Membership

All legal residents of the Weddington Middle School school district, as determined by the Union County Board of Education of Union County, North Carolina, who have a child or children eligible to be enrolled in Weddington Middle School, and whose child/children is/are not enrolled in any other middle school, and who have paid any dues authorized by the Board of Directors, is deemed a member in good standing. Each member in good standing shall have full voting privileges.

Article IV – Officers and Board of Directors

Section 1. Officers. Any individual who satisfies the membership requirement in Article III is eligible to serve as an officer. The officers of the organization shall consist of a President, a President-elect, two or more Vice Presidents, a Secretary, a Treasurer, and Treasurer-elect. The acting WMS Principal and the acting WMS Athletic Director will each hold a Vice-President position. All

organizational decisions and actions are subject to final approval by the WMS Principal.

a. President. The President shall be the principal officer and shall supervise all business and affairs of the organization and preside at all meetings of the membership and board of directors. The President shall be an *ex-officio* member of all committees, except any committee involved in officer nominations.

b. President-elect. The President-elect shall assist the President in all his/her duties and shall assume the President's office should the President be unable to serve for any reason.

c. Vice President. The acting WMS Principal and the acting WMS Athletic Director will each hold a Vice-President position. The Vice-Presidents shall assist the President and the organization and undertake specific tasks as delegated by the Board of Directors.

d. Secretary. The Secretary shall serve as both a "recording" and "corresponding" Secretary. The Secretary shall record the minutes of all meetings of the membership and the Board of Directors. The Secretary shall maintain a roll of members with addresses, telephone numbers, and email addresses. The Secretary shall take attendance at each meeting. The Secretary shall have available for reference at all meetings a copy of the Bylaws and a list of officer and committee chairpersons. The Secretary shall respond to all correspondence. The Secretary shall ensure that all applicable governmental entities and agencies have and maintain current organization information, which includes notifying the North Carolina Secretary of State and the United States Internal Revenue Service of any change in the organization's registered agent.

e. Treasurer. The Treasurer shall oversee the financial affairs of the organization and ensure they are legal, constitutional and within accepted accounting practice. The Treasurer shall ensure proper records are kept and that effective financial procedures are in place and shall monitor and report on the financial health of the organization. The Treasurer shall oversee the production of necessary financial reports/returns, accounts and audits.

The Treasurer shall have charge of all the monies and securities belonging to the organization. The Treasurer shall deposit said property with such bank as the Board of Directors shall designate and in the name of the organization. The Treasurer shall control the records of all receipts and disbursements, and shall have charge of all records of the organization relating to its finances and shall cause funds to be distributed in accordance with the orders of the Board of Directors, ensuring that the proper vouchers are taken for such disbursements and shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon them by the Board of Directors. All disbursements (i.e. checks) shall require a dual signature,

consisting of the treasurer along with a second officer signature.. The Treasurer shall prepare a financial statement to be presented at each meeting. After the close of every fiscal year, the Treasurer will engage an independent entity or individual to conduct an examination and audit of all of the organization's finances. The Treasurer will maintain all necessary and appropriate insurance on behalf of the organization, including, but not limited to, Director and Officer liability insurance.

f. Treasurer-elect. The Treasurer-elect shall assist the Treasurer in his/her duties and shall assume the Treasurer's office should the Treasurer be unable to serve for any reason.

Section 2. Officer Appointment or Election. The WMS Principal, in his/her discretion, may appoint officers to the Board of Directors of the organization or hold a general membership officer election. If the WMS Principal wishes to conduct an officer election, the Board of Directors shall conduct the election in conformity with these bylaws. All officers, whether appointed or elected, must be members in good standing of the WMSABC for the duration of their office.

Section 3. Terms of Office. The President, President-elect, Treasurer, Treasurer-elect, and Secretary shall all serve one (1) year terms. Upon expiration of their terms, the President-elect and Treasurer-elect will assume the office of President and Treasurer, respectively. The WMS Principal and WMS Athletic Director Vice-Presidents shall each serve for the duration of their employment as the WMS Principal and WMS Athletic Director, respectively. Additional Vice-Presidents may serve one (1) or two (2) year terms, as decided by the WMS Principal. Officers may hold only one office at a time and may not concurrently serve on any other WMS organization's Board of Directors for the duration of service on the WMSABC Board. At the WMS Principal's discretion, s/he may extend any officer's term not to exceed three (3) total years. Upon completion of his/her term, including any WMS Principal-authorized extension pursuant to this section, no officer shall serve a consecutive term in the same office.

Section 4. Board of Directors. The Board of Directors shall be composed of the officers of the organization.

Section 5. Duties. The duties of the Board of Directors shall be to transact business to further the organization's mission, including, but not limited to, creating standing and temporary committees, creating standing rules and policies, preparing and submitting a budget to the general membership, and preparing reports and recommendations to the general membership.

Section 6. Meetings. The Board of Directors shall hold monthly meetings at a time and place determined by the Board of Directors. Half the number of Directors plus one (1) constitutes a quorum.

Section 7. Vacancies. If there is a vacancy in the office of President, the President-elect will become the President and serve both the initial un-expired presidential term as well as his/her subsequent presidential term. If there is a vacancy in any other office, the WMS Principal shall appoint an individual to serve the remainder of the term.

Section 8. Removal from Office. The WMS Principal may remove officers with or without cause in the best interests of the organization.

Section 9. Officer Status & Reporting Obligations. In the event an officer is absent and/or unable or unwilling to carry out his/her duties, the WMS Principal or Board of Directors may delegate the officer's duties to another officer of the organization.

All officers, committee members, volunteers, and coaches must be approved Union County Public Schools volunteers, must maintain their approved status for the duration of their service to the WMSABC, Inc., and must advise the WMSABC, Inc. Board of Directors and acting WMS Principal of 1) any loss of approved status, 2) arrest by any law enforcement agency, or 3) receipt of a citation for an alcohol-related infraction within 48 hours of learning of the changed status, arrest, or citation.

Article V – Meetings

Section 1. Regular Meetings. The Board of Directors shall determine the time and place of regular general membership meetings of the organization. The Board of Directors must provide notice to the general membership of any regular meetings not less than 30 (thirty) days before the meeting. The organization shall hold an annual meeting in May to announce new officers, deliver an annual report, and conduct any other business as necessary.

Section 2. Special Meetings. Special meetings may be called by the President, any 2 (two) members of the Board of Directors, the WMS Principal, or 5 (five) general members by submitting a written request to the Secretary. Notice of the special meeting shall be sent to the general membership not less than 10 (ten) days prior to the meeting. The notice shall detail the purpose of the special meeting.

Section 3. Quorum. The quorum shall be a majority of those members in good standing who are present.

Article VI – Committees

Section 1. Membership. Committees may consist of general members and Board of Directors members, with the President acting as an *ex officio* member of all committees.

Section 2. Standing Committees. Standing committees shall be those deemed necessary for the preservation and well being of the organization.

Section 3. Additional Committees. The Board of Directors may appoint additional committees as needed.

Article VII – Finances

Section 1. Budget. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2. Records. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Expenses. The Board of Directors shall approve all expenses of the organization.

Section 4. Signatures. Two authorized signatures shall be required on all checks. Authorized check signatories shall include the President, the Treasurer and one additional Officer.

Section 5. Annual Financial Statement. The treasurer shall prepare a financial statement at the end of the fiscal year to be provided to the general membership and to the auditing committee or individual.

Section 6. Fiscal Year. The fiscal year shall coordinate with the school year.

Section 7. Dissolution. Upon dissolution of the organization, any funds should be used to pay any outstanding bills and then, any and all assets shall be distributed for one or more exempt purposes within the meaning of I.R.S. 26 U.S.C. § 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the local, state, or federal government for a public purpose. Any such assets not so disposed of shall be distributed by the Superior Court of Union County exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Article VIII – Parliamentary Authority

Robert's Rules of Order shall govern meetings when not in conflict with the organization's bylaws.

Article IX – Standing Rules

The Board of Directors may approve standing rules and the Secretary shall keep a record of the standing rules for future reference.

Article X – Dissolution

The organization may be dissolved with previous notice (not less than 14 days) and a two-thirds vote of those present at the meeting.

Article XI - Amendments

These by-laws may be amended by a two-thirds vote of the members present at the general meeting provided that a copy of the proposed amendments has been made available to every member thirty (30) days prior to adoption of the proposed amendments.

Article XII – Conflict of Interest Policy

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any 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.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.

i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, 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.

Section 3. Procedures.

a. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. 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.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization 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.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, 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.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after further investigation as warranted by the circumstances, the governing board or

committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain.

a. 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 of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. 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.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms that such person.

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that 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 that the organization 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.

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

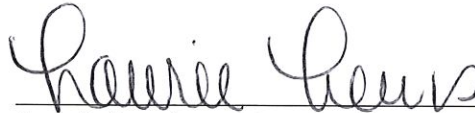
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

CERTIFICATION

I, Laurie Lewis, President of Weddington Middle School Athletic Booster Club, Inc., a North Carolina nonprofit corporation (the "Corporation"), hereby certify that the Bylaws of the Corporation attached hereto are the true and correct Bylaws of the Corporation, and that such Bylaws have not been modified or amended.

Executed as of the day 31st of January, 2017.

A handwritten signature in cursive script that reads "Laurie Lewis". The signature is written in black ink and is positioned above a horizontal line.

Laurie Lewis
President