

**BYLAWS**  
**Wyoming Area Football Parents Association**

**Article I**  
**Name and Purpose**

**Section 1.01. Name.** The name of this organization shall be the Wyoming Area Football Parents Association.

**Section 1.02. Purpose.** The organization is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code (all references to sections in these Bylaws refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws). Specifically, the organization is organized and operated for the charitable and educational purpose of supporting the football program in the Wyoming Area School District. In pursuance of these purposes the organization shall do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

**Section 1.03. Dissolution.** The internal affairs of the corporation shall be regulated by its Executive Board as described in these Bylaws. Upon dissolution of the organization, its assets shall be disposed of exclusively for the purposes of the organization or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 1.04. Private Benefit.** No part of the net earnings of the organization shall inure to the benefit of or be distributed to any director, or other individual, partnership, estate, trust or corporation having a personal or private interest in the organization. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts. No substantial amount of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted there under, this organization shall not take any action not permitted by the laws which then apply to this organization.

**Article II**  
**Membership**

**Section 2.01. Qualification.** All parents, guardians, or other persons with a child enrolled and attending school in the Wyoming Area School District and whose child is participating in the Wyoming Area Football program shall be considered voting 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.** The members present at any membership meeting of the organization, provided at least ten members are present, shall constitute a quorum 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 one general monthly meeting of the membership. Monthly meetings may be pre-scheduled by the Executive Board as long as the schedule of meetings is made publicly available to the membership. 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 twenty or more members in writing to the Executive Board.

### **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 as needed 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 Executive Board, including amendment of these Bylaws, or of any committee may be taken without a meeting if all the members of the Executive 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 Executive Board or of the committee as the case may be.

**Section 3.06. Participation in Meeting by Conference Telephone.** Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**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 a President, First and Second Vice Presidents, a Secretary, a Treasurer, a Sergeant-at-Arms, and such additional officers 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 October of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. 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 December meeting of the organization by the members present. Officers shall assume their official duties on January 1st of the year following their election.

**Section 4.03. Term.** Officers shall serve a one-year term. Officers may be elected for multiple consecutive terms in the same office.

**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.

## **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 only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all standing and special committees and shall be an ex-officio member of all committees of the organization.

**Section 5.02. Vice Presidents.** The First and Second Vice Presidents shall be members of the Executive Board and, in the absence of the President, shall perform the duties of the President. The First and Second Vice Presidents shall perform such other duties as are assigned by the President or the Executive Board.

**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.

**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 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 accounts,
- 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, and
- 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 5.05. Sergeant-at-Arms.** The Sergeant-at-Arms shall be a member of the Executive Board. The Sergeant-at-Arms shall maintain order and decorum among the members and all persons present at meetings of the organization. In the event that a parliamentarian is not appointed by the President, the Sergeant-at-Arms shall assist in conducting all meetings according to parliamentary procedure as set forth in the current edition of Robert's Rules of Order, and shall be available, as necessary, to promote the general welfare of the organization. With a courteous demeanor, the Sergeant-at-Arms shall call for quiet and for attendees at meetings to be seated when needed. For those who disrupt proceedings, the Sergeant-at-Arms shall be an escort out of the room or building. The Sergeant-at-Arms shall perform such other duties as are assigned by the President or the Executive Board.

## **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 any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

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

**Section 6.04. Checks.** All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$1,000 or more must have the signature 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 \$500 must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the organization shall include above the signature line a notice to this requirement;
- 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 persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate 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 January 1st to December 31st 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	Storage	Period
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s.	Store in corporate record book, binder, or cloud-based software.	At least seven years; consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents.	Compile and file records on a yearly basis. Store in binder or cloud-based software.	Seven years, store with financial records. Destroy after seven years.
Treasurer’s monthly reports.	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three years, store with financial records. Destroy after three years.

**ARTICLE VII  
Conflicts of Interest**

**Section 7.01. Existence of Conflict, Disclosure.** Directors, officers, and contractors of the 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 interests 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 Executive Board 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 Executive Board, 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 days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

These Bylaws have been approved in an Executive Board meeting and presented to the membership on the 16<sup>th</sup> day of April, 2015.