

BY-LAWS
OF
EAST LAKE BAND BOOSTERS CORPORATION

Article 1
Definitions

- 1.1 The “Corporation” shall mean: East Lake Band Boosters Corporation (hereafter, ELBB), its successors and assigns.
- 1.2 The “Board” shall mean the Executive Committee of the Corporation.
- 1.3 “Dereliction of Duty” shall be defined as intentional or conscious neglect of the responsibilities of the office to which that person was elected, and/or a refusal to conform to the rules of one’s job.
- 1.4 “Abandonment” shall be defined as leaving a post to which that person was elected with the intent of never again claiming interest performing those duties.
- 1.5 “Ex-officio” means non-voting.

Article 2
Purposes, Objectives and Governing Instruments

- 2.1 These Bylaws are intended to describe and detail the Articles of the Charter of the East Lake Band Boosters Corporation (hereafter, ELBB).
- 2.2 The Bylaws cannot contradict or override the Articles of the Charter. In the event of such a contradiction, the Charter shall take precedence over the Bylaws.
- 2.3 There must be a 30-day period from introduction of the Bylaws and a vote to accept them. Bylaws are voted on by the Executive Committee and notice is provided to the general membership of the voted on amendments. The 30 days elapses between this notification and the following general membership meeting vote.
- 2.4 Bylaws must be reviewed annually, and updated as necessary with expedience. A committee, led by an Executive Committee member and inclusive of both Executive Committee and general membership, should be convened by the Executive Committee to conduct the review.

2.5 Emergency Action. The Executive Committee may take any action necessary for the in between meetings as needed. This may include discussion among the Executive Committee through email, text, or teleconferences. Emergency actions are considered to be outside the normal scheduled meetings and therefore do not require the President to preside.

Article 3

Overview of Executive Committee, Board of Directors, and Committees.

3.1 As outlined in the Charter, members of the Executive Committee are:

- President
- Vice President
- Secretary
- Accounts Receivable Treasurer
- Accounts Payable Treasurer
- Communications Director

3.2 Current Members of the Board of Directors are:

- Concessions Stand Coordinator
- East Lake Classic Chairs and Project Manager
- Fundraising Coordinator
- Props Coordinator
- Spirit Wear Coordinator
- Uniform Coordinator
- Winter Guard Coordinator

Other Board of Director positions may be added as the needs of the Corporation require.

3.3 No Member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities or obligations, nor shall any Member be subject to assessment.

3.4 Except as otherwise provided in these Bylaws, in the Charter or by law, the act of the majority of Executive Committee Members present at an Executive Committee Meeting shall constitute an action by the Executive Committee.

3.5 The Secretary and or Treasurers shall exhibit to any Active Member of the Corporation, or to any person or agency authorized by law or policy to inspect them, at all reasonable times and on demand, these Bylaws, the Charter, the Executive Committee and Coordinators roster, the minutes of any meeting and the records of the Corporation.

3.6 Pursuant to the Charter, only one member of any family may serve on the Executive Committee at any time. As the Concessions Stand Chair is an elected officer with check signing authorization under Article 3.15, this provision is intended to extend to include the Concessions Stand Chair to ensure no single family or household may have the potential of having both cash

management functions. This clarification ensures the Corporation meets IRS and other oversight body compliance, inclusive of Pinellas County School Board Policy 9211 which drives Article 3.15, with regards to fiscal responsibility and segregation of duties.

3.7 Committees may be established by the Executive Committee or a Member of the Board of Directors for the accomplishment of a specific task or set of tasks necessary to the success of the Band Program. Members of such committees must be Active Members of ELBB and may be removed by a majority vote of the Executive Committee if, in the judgment of the Executive Committee, the interests of the ELBB would be best served by such action.

3.8 Committees established by a member of the Board of Directors shall be chaired by that Chair.

3.9 A majority of a Committee shall constitute a quorum. The vote of a majority of members present at a committee meeting at which a quorum is present shall constitute an action of the committee.

3.10 Each committee may adopt rules and regulations for its meetings and the conduct of its activities that are deemed appropriate for its conduct provided that these rules and regulations are consistent with these Bylaws and the Charter. Minutes of any meeting of such committees must be recorded and forwarded to the Executive Committee Secretary.

3.11 Effective with terms beginning July 1, 2024, all elected positions are limited to a term of three (3) consecutive years. An individual may serve on the Board in more than one elected position over the course of their tenure, but not more than three (3) consecutive years in any single position.

3.12 It is incumbent on the East Lake Band Boosters to engage with other band parents and develop future Board members for leadership. However, it is recognized that due to dynamics outside their control, such as enrollment, there may be years where there is either a low leadership pool or a lack of interest at the time of annual elections for Board positions. In such cases, the following are acceptable:

1. An individual may hold the Secretary and one other position.
2. An individual may hold the Communications and one other position.
3. An individual may hold the Vice President and one other position, limited to either Secretary or Communications.
4. An individual may hold the President and one other position, limited to either Secretary or Communications.
5. An individual may hold either the Accounts Receivable or Accounts Payable Treasurer and one other position, limited to either Secretary or Communications.
6. An individual may hold both Treasurer positions, contingent upon the East Lake Band Boosters ensuring all of the following:
 - Two (2) other signatories on the bank account. At least one signatory must be able to request the checkbook at any time and be provided electronic access to all

financial management and e-commerce systems as well as access to the Accounting email box and Google drive.

- All monthly and annual financial reports are reviewed, approved, and signed by the President (or Vice President, if the President is unavailable at the time of reporting).
- Retainer of an outside accountant specializing in 501(c)(3) booster organizations for tax filing and other auditing purposes. The accountant must be given access to the Boosters' accounting software and/or any reporting upon request.

3.13 Elections may occur at any time a candidate or candidates are identified when a position is open and/or held by an individual holding two positions. This clarification allows for new Booster members with appropriate qualifications (e.g., active Level 2) to stand for a position even if they were not members or qualified at the time of annual elections.

3.14 Except for the Concessions Stand Coordinator, Booster Board of Director positions are not voted on by the general membership and are not considered elected officers of the Executive Committee. Booster Board of Director positions are nominated to, and approved by, the Executive Committee.

3.15 Pursuant to the Charter, the Concessions Stand Chair is an elected officer of the East Lake Band Boosters Corporation. This is to ensure compliance with Pinellas County School Board Policy 9211 requiring check signers to be elected officers. The election of this officer will occur at the May meeting with Executive Committee members. If a candidate is not fully identified by the May meeting, they will be voted on at the earliest possible subsequent meeting.

Article 4

Roles, Responsibilities, and Removal of Executive Committee Members (full section, 12.2023)

4.1. President

The President's duties focus on leadership through advocating, facilitating, and supporting the Director's vision for the program, inclusive of member (parent/guardian) support. Leadership responsibilities include:

- As ex-officio member to all committees, provide feedback to committee work related to advancing the Director's vision.
- Serve as liaison between the Corporation and officials/administrators of East Lake High School and/or the Pinellas County School Board, as needed.

Other responsibilities include:

- Preside at all normally scheduled Executive Committee and General Member Meetings
- Perform all duties pertaining to the office according to the Charter and Bylaws

4.2 Vice President

The Vice President may temporarily assume the responsibilities of any other elected role, including the President, in the event a vacancy occurs during the year until a new individual is elected.

If one of the roles is either Treasurer, the recruitment and election of a new individual for that role must be done as soon as practical. Pursuant to Article 3.12, a Vice President may not hold both the Vice President and a Treasurer position for an entire term.

4.3 Accounts Receivable Treasurer (ART)

The Accounts Receivable Treasurer (ART) is responsible for the collection, documentation, and deposit of funds received by ELBB into its Corporate Account. The ART may delegate the authority for this function to the Vice President, Secretary, or Communications Director. If the ART is unable to delegate authority, such as during travel, illness, or underperformance, the President may delegate on their behalf.

Other duties include:

- Liaison with the outside accountant for preparation of annual tax returns.
- Provide the necessary reporting for the following year's budget and facilitate the Executive Committee meetings involved in the development of the budget.

4.4 Accounts Payable Treasurer (APT)

The APT shall be responsible for distribution and documentation of all funds paid out by ELBB from its Corporate Account. Additional responsibilities include:

- Support the hiring process for the Director as outlined in Article 5 by ensuring the preparation, delivery, signing, and keeping of all staff contracts and W9s.
- Complete required forms, provide the payments, and ensure delivery of the package each September to the PPCPTA required for the East Lake Band Boosters to receive their insurance coverage to operate.

4.5 Secretary

The Secretary's responsibilities include:

- Record and maintain the minutes of all meetings on file, and prepare the minutes of the General Booster Meetings posting on the East Lake Band's Website.

- Work in concert with the APT and/or ART during the preparation of annual tax returns, monthly reports to ELHS Administration, independent audits, and any additional reporting that becomes necessary.

4.6 Communications Director

The Communications Director shall be responsible for maintaining all aspects of communications regarding ELBB.

4.7 Removal of an Executive Committee Member

4.7.1 Any Executive Committee member or committee chair may be removed in the event of dereliction, abandonment, gross misconduct, criminal activity, loss of Level 2 status (as applicable), or any other behavior that puts the well-being of the students and/or program at risk. However, it is the intent of this statement that the Executive Committee and Director work as a unified team to prevent the exercise of this authority unless or until circumstances require intervention to be an absolute necessity. This Executive Committee authority should rarely, if ever, require to be exercised. A formal meeting is not required and may be handled as an emergency action under Article 2.5.

4.2.2 The General Membership has the authority to initiate a vote of no confidence of any one individual Executive Committee member, or the entire Executive Committee as a whole. To ensure the vote is added to the closest general membership meeting, a member may inform any Executive Committee member of the addition to the meeting agenda. If a no confidence vote occurs and passes, the Executive Committee has fourteen (14) calendar days to take appropriate actions, up to and including removal of Executive Committee members, and provide a response to the membership. The Executive Committee may take emergency action under Article 2.5 to meet this requirement. The response may be provided in-person or through electronic means, such as email or video call.

4.8 Removal of a Board of Directors Chair/Coordinator

Any Board of Directors Chair/Coordinator or committee chair may be removed in the event of dereliction, abandonment, gross misconduct, criminal activity, loss of Level 2 status (as applicable), or any other behavior that puts the well-being of the students and/or program at risk. However, it is the intent of this statement that the Executive Committee and Director work as a unified team to prevent the exercise of this authority unless or until circumstances require intervention to be an absolute necessity. This Executive Committee authority should rarely, if ever, require to be exercised. A formal meeting is not required and may be handled as an emergency action under Article 2.5.

Article 5 Financial Controls

5.1 The Fiscal Year of ELBB shall begin on July 1 and end on June 30 of the following year.

5.2 All funds collected by any entity of ELBB must be turned over to the Accounts Receivable Treasurer or their designee as soon as possible for collection, recording, and deposit in the ELBB bank account.

5.3 All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of ELBB shall contain signatures of two (2) persons authorized by the Executive Committee to do so. The primary signatory is the Accounts Payable Treasurer. While it is generally understood in the Charter that the President and Concessions Stand Chair are the secondary signatories, these positions may be assigned to any member of the Executive Committee with the sole purpose of ensuring continuity of business and appropriate oversight. The exception is the Accounts Receivable Treasurer unless under the conditions outlined in Article 3.9. The update of this provision ensures that maximum efficiency is permitted to meet our financial obligations through the year, while also retaining financial security.

It is important to clarify that a signatory cannot be delegated ART responsibilities to ensure segregation of duties.

Unless a vacancy is created during the year, either voluntary or involuntary, all signatories must be agreed upon and documented by the Secretary in the June Executive Committee meeting minutes.

5.4 Approval of non-budgeted expenses in excess of \$300 must be approved by a majority of voting members of the Executive Committee.

5.5 As the East Lake Band Boosters is a regulated 501I(3) organization and non-for-profit Outside Service Organization (OSO), regulations prohibit the refund of paid funds, including Fair Share, regardless of reason. Specific to Fair Share, if a member becomes inactive at any point after fees are paid, those fees may either remain attached to the member's account as a credit toward a future season or considered a direct donation to the East Lake Band Boosters. The decision will be between the parent/guardian payor and the East Lake Band Boosters Accounts Receivable Treasurer.

5.6 Check signers may be given a debit card for the Corporation's bank account. Debit card purchases for non-budgeted items require prior authorization by a majority of the Executive Committee. Majority prior authorization may be secured through email (best practice), other electronic means, or in a Board meeting. The Concessions Stand Chair has authority of the Executive Committee to make Corporation debit card purchases up to a maximum of \$2,000, limited to concessions food and/or consumable supplies (such as bags, plates, etc) without Executive Committee approval to ensure efficient operation. Other operational areas may be evaluated as conditions warrant for similar operational efficiency under the sole direction of the Executive Committee.

A paid receipt for the purchase must be immediately forwarded to the Accounts Payable Treasurer by email or provided in-person for record keeping as soon as possible. (12.2023)

5.7 In alignment with our educational commitments, the ELBB may provide funds for the hiring of quality instructional staff throughout the year. The Director holds responsibility for recruitment and will work closely with the Executive Committee during budget development to determine anticipated funding and staff counts for the following year.

Every member of instructional staff is required to be a registered Level 2 (or equivalent for State of Florida instructional staff) and a registered Level 2 volunteer with the Pinellas County School Board. Every member of instructional staff must also have both a fully executed contract and updated W9 each year on file with the Accounts Payable Treasurer. Staff contracts will be signed by no less than two (2) Executive Committee members, at least one being a Treasurer. The Director may not sign contracts on behalf of the ELBB to ensure full segregation of duties with their role as employees of the Pinellas County School Board. All instructional staff are 1099 individual contractors.

The Director determines individual staff pay in alignment with market conditions, manages day-to-day staff performance, addresses any personnel management concerns, and may terminate a contract at any time with notice to the Executive Committee for payroll and staff tracking. As a general rule of engagement, Executive Committee members refrain from direct staff performance/management intervention unless specifically requested by the Director or Director's Designee.

As employers, the Executive Committee of the ELBB has mutual authority to terminate a contract at any time in the event of dereliction, abandonment, gross misconduct, criminal activity, loss of Level 2 status, or any other behavior that puts the well-being of the students and/or program at risk. However, it is the intent of this statement that the Executive Committee and Director work as a unified team to prevent the exercise of this authority unless or until circumstances require intervention to be an absolute necessity. This Executive Committee authority should rarely, if ever, require to be exercised.

Any and all contract adjustments or terminations will be documented and attached to the contract.

Instructional staff will be paid by the APT by check on the last business Friday of the month per the terms of their individual contract.

Article 6 Conflict of Interest (full section, 12.2023)

6.1 Purpose. The East Lake Band Boosters (ELBB), as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of ELBB first must fulfill all legal requirements. They also

depend on the public trust and thus are subject to scrutiny by and accountability to both governmental authorities and members of the public.

Consequently, there exists between ELBB Executive Committee and Board of Directors and its members a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. The Executive Committee and Board of Directors have the responsibility of administering the affairs of ELBB honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of ELBB. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with ELBB or knowledge gained there from for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

6.2 Persons Concerned. This statement is directed not only to members of the Executive Committee and Board of Directors, but to any member or staff member able to influence the actions of ELBB. For example, this includes all who make purchasing decisions, all other persons who might be described as “management personnel,” and all who have proprietary information concerning ELBB.

6.3 Key Areas in Which Conflict May Arise. Conflicts of interest may arise in the relations of the Executive Committee, Board of Directors, staff, or members with any of the following third parties:

- Persons and firms supplying goods and services to ELBB
- Persons and firms with whom ELBB is dealing or planning to deal in connection with the gift, purchase, sale, or lease of property or equipment
- Competing or affinity organizations
- Donors and others supporting ELBB
- Agencies, organizations, and associations that affect the operations of ELBB
- Family members, friends, and other contractors
- Persons and entities, whether for profit or non-profit, with competing interests of ELBB and/or the program

6.4 Nature of Conflicting Interest. A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Article 7.3. Such an interest might arise, for example, through

1. Owning stock or holding debt or other proprietary interests in any third party dealing with ELBB
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) by any third party dealing with ELBB
3. Receiving remuneration for services with respect to individual transactions involving ELBB
4. Using ELBB’s time, personnel, equipment, supplies, or good will other than for approved ELBB activities, programs, and purposes
5. Receiving personal gifts or loans from third parties dealing with ELBB. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy.

6. Volunteering or being employed, either as a W2 employee or 1099 contractor, by any entity, whether for profit or non-profit, with competing interests of ELBB and/or the program.

No personal gift of money should ever be accepted.

6.5 Interpretation of This Statement of Policy. The areas of conflicting interest listed in Article 6.3 and the relations in those areas that may give rise to conflict, as listed in Article 6.4, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relations by analogy.

The fact that one of the interests described in Article 6.4 exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of ELBB.

However, it is the policy of the board that the existence of any of the interests described in Article 6.4 shall be disclosed on a timely basis and always before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

6.6 Disclosure Policy and Procedure. Disclosure should be made according to ELBB standards. Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

All disclosures must be made to the ELBB Executive Committee. The Executive Committee shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to ELBB. Consultation with oversight bodies or outside counselors may occur to support determination. The decision of the Executive Committee on these matters will rest in their sole discretion, and their concern must be the welfare of ELBB and the advancement of its purpose.

Article 7
Document Retention (full section 12.2023)

The Document Retention and Destruction Policy identifies the record retention responsibilities of the East Lake Band Boosters in maintaining and documenting the storage and destruction of the organization's documents and records.

The East Lake Band Boosters are required to honor the following rules:

- a. Paper or electronic documents requiring specific document retention timelines as set forth by the IRS, State of Florida, or Pinellas County School Board will be transferred to and maintained by the Secretary and Treasurers;
- b. All other paper documents will be destroyed after three years;
- c. All other electronic documents will be deleted from all individual computers, databases, networks, and back-up storage after one year;
- d. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation;
- e. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

Individual document retention timelines are provided, and managed, by the applicable oversight body. It is understood that these timelines are subject to change.

Article 8 Whistleblower Policy (full section 12.2023)

The East Lake Band Boosters requires its Executive Committee, Board of Directors, and staff to maintain business and personal ethics in the conduct of their duties and responsibilities. As representatives of the East Lake Band Boosters, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

8.1 Reporting Responsibility. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that East Lake Band Boosters can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of East Lake Band Boosters' code of ethics or suspected violations of law or regulations that govern East Lake Band Boosters' operations.

8.2 No Retaliation. It is contrary to the values of East Lake Band Boosters for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of East Lake Band Boosters. Any ELBB Executive Committee member, Board member, or staff member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from office or termination of contract.

8.3 Reporting Procedure. The East Lake Band Boosters has an open door policy. Any complaints or concerns may be brought to any Executive Committee member, the Director Assistant, or the Director. The Executive Committee is responsible for investigating all who have the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the Executive Director or the organization's Compliance Officer [or other designated person].

8.4 Acting in Good Faith. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

8.5 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8.6 Handling of Reported Violations. A member of the Executive Committee will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Article 9 Compensation Policy (full section, 12/2023)

No elected member of the Executive Committee, nor any member of the Board of Directors, may receive compensation from the Corporation.

Under the terms of Article 6.3 and 6.4, paid employment with an entity with competing interests to ELBB and/or the program, whether for profit or non-profit, is an exclusion for elected office or a leadership position with the Corporation.

Article 10 Amendments

Subject to the limitations of the Charter, these Bylaws and the Florida Not-for-Profit Act, these Bylaws may be amended, repealed or added to, or new Bylaws may be adopted by a majority vote of the Active Members present at the ELBB Meeting at which the Bylaws are presented.

Revision dates:

January 2024

