

HEART AND SOLE DANCE TEAM BOOSTER CLUB
an Arizona Nonprofit Corporation
(Non-Member Organization)

BYLAWS

ADOPTED AND APPROVED by the Board by an affirmative vote of 2 to 0 this 4th day of December, 2021.

Lindsey Wright
(Director)

Jeremy L. Wright
(Treasurer, Incorporator)

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1. PRELIMINARY

1) NAME AND OBJECTS OF THE ORGANIZATION

- (1) The name of this corporation is HEART AND SOLE DANCE TEAM BOOSTER CLUB
- (2) The corporation may also use the name HNS TEAM BOOSTER CLUB.

2) CORPORATE PURPOSE

- (1) The purpose of the corporation shall be as set out in the Articles of Incorporation.

3) MEMBERS

- (1) The membership of the corporation shall consist of the members of the Board of Directors created in Article II.

4) PROHIBITED ACTIVITIES

- (1) The corporation is a charitable corporation under §501(c)(3) of the Internal Revenue Code. The board of directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a charitable corporation under the Internal Revenue Code or the regulations issued under the Code. Similarly, the corporation is a nonprofit corporation under the laws of the State of Arizona. The board of directors is prohibited from taking any action or permitting any inaction which would jeopardize, impair or defeat the corporation's status as a nonprofit corporation under Arizona law.

5) NONPARTISAN ORGANIZATION AND NEUTRALITY

- (1) Because the mission of the corporation involves the support of youth amateur sports competitions and physical education by subsidizing dance competition fees for competitive dance teams, it is critical that the corporation not permit itself to be associated with partisan causes, and that the corporation have a policy of strict neutrality with regard to all electoral issues. The board of directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the corporation.

2. BOARD OF DIRECTORS

1) COMPOSITION

- (1) The Board of Directors ("the Board") shall consist of a minimum of two and a maximum of four persons selected by the Board.

2) PURPOSE OF BOARD

- (1) The purpose of the Board of Directors is to formulate policy for the development and implementation of the program. The Board of Directors will be responsible for:
 - a) Vote on fundraising activities proposed to the board.
 - b) Vote on distribution of raised funds.
- (2) It shall be the duty of the Executive Committee described in these bylaws to represent the organization in matters before the public except in cases where authority has been reserved by the Board to itself or delegated to another committee.

3) REGULAR MEETINGS

- (1) The Board shall conduct not less than three regular meetings annually.
 - a) The first regular meeting in each year shall occur in December.
 - b) The second regular meeting in each year shall occur in April.
 - c) The third regular meeting in each year shall occur in August.
- (2) Notice of the date, time and place of each regular meeting shall be given by the Secretary or the Secretary's designee in writing to all Board members. Notice of any regular meeting shall be given not less than ten nor more than thirty days in advance of the date of the meeting.
- (3) Meeting notice will be posted at Heart and Sole Dance Studio locations, e.g., Surprise, and Avondale, in addition to email notices.
- (4) The Secretary or the Secretary's designee is permitted to accept a waiver of notice of a regular or special meeting of the Board given by electronic mail, provided that the Secretary or the Secretary's designee is reasonably satisfied of the authenticity of the electronic mail message.

4) SPECIAL MEETINGS

- (1) Special meetings of the Board may be held at such place and time as shall be stated in the notice of meeting whenever called in writing by the Chairperson. Notice of any special meeting shall be given by the Secretary not less than ten nor more than thirty days in advance of the date of the meeting. Notice of any special meeting of the Board shall be accompanied by an agenda of business to be conducted at the special meeting. No business of the corporation shall be conducted at a special meeting of the Board unless it appears in the agenda accompanying the notice, except with the consent of all of the then-current members of the Board.

5) QUORUM

- (1) A quorum shall consist of a majority of the then-current members of the Board, not including any Board member who has submitted a resignation in writing to the Board.

6) PRESIDING OFFICER

- (1) The Chairperson, or in his or her absence the Vice Chairperson, shall preside at regular and special meetings. The Chairperson or Vice Chairperson shall be entitled to vote on all issues coming before the Board, unless otherwise disqualified.

7) VOTING

- (1) Each member of the Board shall be entitled to cast one vote. Except as provided in the Bylaws, the Articles of Incorporation or State law, all matters shall be resolved by majority vote.

8) ELECTION OF DIRECTORS: TERM OF OFFICE

- (1) The terms of office for member directors of the Board shall be one year, and the directors shall have staggered terms, so that one-third of the directors are elected in each year. The initial terms of each director on the Board, as determined by the then-current members of the Board, shall be for one, two, or three years, with each term of office beginning July.
- (2) Directors shall be elected by a vote of members present and voting at the first regular meeting of the Board. The directors serve until their successors are elected and qualified.

9) ELECTION OF DIRECTORS: PROCEDURE

- (1) Nominations for the election of directors may be made from the floor. Cumulative voting for directors shall not be permitted. In the event of a tie in voting for a director, the winner shall be selected by lot.

10) REMOVAL OF DIRECTORS

- (1) Any director of the Board may be removed, with or without cause, by a two-thirds vote of the Board.
- (2) Any director who files an application for candidacy for elective office at any level of government shall be deemed to have resigned from the board of directors, and shall be disqualified immediately from serving a director of the corporation, without action by the board of directors.
- (3) Any director who is appointed or placed in elective office otherwise than through public election, shall be disqualified immediately upon appointment through that office.
- (4) Any director who is charged with a serious crime or misdemeanor which, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the corporation, may be removed for cause.

11) COMPENSATION

- (1) No director shall be compensated for his or her service as a director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the corporation.

12) LOANS

- (1) The corporation shall not lend money to or guarantee the obligation of a director, expect that the corporation may provide:
 - a) an advance to pay reimbursable expenses reasonably expected to be incurred by a director.

3. EXECUTIVE COMMITTEE

1) CREATION OF EXECUTIVE COMMITTEE

- (1) The Board may create an Executive Committee of the corporation by written resolution implementing this Article. The Board may terminate the existence of the Executive Committee of the corporation by written resolution. Termination of the existence of the Executive Committee shall not affect any action taken by the Executive Committee prior to termination.

2) COMPOSITION

- (1) The Executive Committee shall consist of the Chairperson, the Vice Chairperson and the Secretary/Treasurer of the corporation and not less than one nor more than three other members of the Board. Non-officer members of the Executive Committee shall be nominated by the Executive Committee to the Board, and approved by the Board.
- (2) Members of the Executive Committee shall serve for terms of one year.

3) AUTHORITY

- (1) Except when the Board is meeting at a regular meeting or special meeting, the Executive Committee shall have all of the powers and authority of the Board which the Board may delegate to an executive committee under Arizona law, except that the Executive Committee shall have no authority to do or perform any of the following acts
 - a) The Executive Committee may not do, perform or authorize any action or inaction which would jeopardize, impair or alter the existence of the nonprofit corporation, the non-profit character of the corporation, or the tax-exempt status of the corporation, including, without limitation, the status of the corporation under the Internal Revenue Code, §501(c)(3).
 - b) The Executive Committee may not amend or alter the Bylaws or Articles of Incorporation of the corporation.
 - c) The Executive Committee may not elect officers, and may not elect or remove directors, except that the Executive Committee may fill vacancies caused by the resignation or withdrawal of officers and directors pending the next regular or special meeting of the Board. Officers or directors appointed to vacancies by the Executive Committee shall be named as “director pro tem” or “officer pro tem.” If the Executive Committee exercises its authority to remove officers, removal must be by a two-thirds vote.
 - d) The Executive Committee may not fill vacancies on the Executive Committee, except that the Executive Committee may appoint persons as members of the Executive Committee pro tem, to serve until the next regular or special meeting of the Board.

4) MEETINGS

- (1) The Executive Committee shall meet from time to time at such intervals as it may define. A meeting of the Executive Committee may be held on twenty-four hours written or telephonic notice to the Executive Committee members. A majority of the Executive Committee members shall constitute a quorum.

5) PRESIDING OFFICER

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- (1) The Chairperson, or in his/her absence the Vice Chairperson, shall preside at all meetings.

6) VOTING

- (1) Each member of the Executive Committee shall be entitled to cast one vote. The presiding officer may vote on all matters as to which he/she is not disqualified. Except as provided in the Bylaws, the Articles of Incorporation or State law, all matters shall be resolved by majority vote.

4. OFFICERS

1) OFFICERS

- (1) The officers shall consist of a Chairperson, Vice Chairperson, Secretary/Treasurer and such other officers as deemed necessary by the Board.

2) CHAIRPERSON

- (1) It shall be the duty of the Chairperson to preside at meetings of the Board and of the Executive Committee. Subject to the approval of the Board, the Chairperson shall appoint and fill vacancies on committees other than the Executive Committee. The Chairperson shall have such additional duties as the Board may provide from time to time. Vice Chairperson. The Vice Chairperson serves as the presiding officer in the absence of the Chairperson at meetings of the Board and Executive Committee, and assists the Chairperson. The Vice Chairperson shall have such additional duties as the Board may provide from time to time.

3) SECRETARY/TREASURER

- (1) The Secretary/Treasurer shall supervise or perform the maintenance of the books and records of the corporation, a true and accurate record of proceedings of the Board and the Executive Committee, and an accurate account of all moneys received and disbursed by the corporation. The Secretary/Treasurer shall have such additional duties as the Board may provide from time to time. Election of Officers. Officers shall be elected by the Board at the first regular meeting of the Board in each year. The Executive Committee shall present nominations to the members of the Board, but nominations from the floor shall be permitted. In the event of a tie vote for an officer, the winner shall be determined by lot.

4) TERMS OF OFFICE

- (1) Officers shall be elected to terms of one year, or until their successors are elected and qualified.

5) VACANCIES

- (1) Vacancies occurring in any office shall be filled by the Board at its next regular meeting or special meeting. Any vacancy shall be filled only for the unexpired term of the vacant office.

5. CORPORATE STAFF

1) CHIEF EXECUTIVE OFFICER SELECTION

- (1) The Chief Executive Officer shall be selected by and serve at the pleasure of the Executive Committee, according to such terms and conditions as the Executive Committee determines.

2) CHIEF EXECUTIVE OFFICER AUTHORITY

- (1) The Chief Executive Officer shall be charged with the day-to-day operation of the corporation, under the supervision and direction of the Executive Committee.

6. OTHER PROVISIONS

1) RATIFICATION

- (1) The business of any meeting, however called and noticed, and wherever held, shall be as valid as those at a meeting duly called and noticed, if a quorum is present provided that either before or after the meeting each of the members of the board or committee not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes for that meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

2) CONDUCT OF MEETINGS TELEPHONICALLY

- (1) The Board, any Regional Board, the Executive Committee, and any other committee may conduct any meeting telephonically, or by teleconferencing, unless otherwise forbidden by law.

3) CONFLICTS OF INTEREST

- (1) It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest (“a conflict of interest”) in an item or items of business of the corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the Chairperson or Vice Chairperson, the conflict of interest shall be disclosed to the Board, to the Executive Committee or Regional Board at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.
 - a) If a matter before the Board of Directors or the executive Committee involves a “disqualified person” as that term is defined in §4958 of the Internal Revenue Code and regulations thereunder, then the Board of Directors or Executive Committee shall satisfy the requirements of §4958 as to that “disqualified person,” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person.”
 - b) Any disclosure or action with regard to a conflict of interest shall be entered into the permanents of the meeting at which it occurs. Those minutes shall be considered for approval at the next meeting of the Board of Directors or Executive Committee at which a quorum is present.

4) PERMANENT STANDING COMMITTEES

- (1) Permanent Standing Committees may be created by the Board or the Executive Committee. Members of the Executive Committee shall be appointed by the Chairperson, subject to approval by the Executive Committee. All Standing Committees shall be chaired by Board members, but the members need not be directors of the corporation. Each committee chairperson and committee member will continue to serve in that capacity until a successor has been appointed, unless the chairperson ceases to be a member of the Board or the committee is terminated.

5) OTHER COMMITTEES

- (1) Other committees of a temporary character may be appointed by the Chairperson, subject to approval by the Executive Committee.

6) INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (1) The Board or the Executive Committee may provide for the corporation to indemnify, hold harmless and defend the officers and directors of the corporation in the event that claims are asserted against them for their actions and activities on behalf of the corporation, according to the terms and conditions of this section.
 - a) In the discretion of the Board or the Executive Committee, the indemnification may be insured by suitable insurance coverages.
 - b) The corporation shall have no duty to indemnify, hold harmless or defend any officer or director in any criminal proceeding involving the conduct of that officer or director at or for the corporation. In the event of a criminal conviction of an officer or director involving the actions or activities of the officer or director on behalf of the corporation, all duties to indemnify, hold harmless or defend that officer or director in any non-criminal proceeding shall cease.

7) AMENDMENTS TO BYLAWS

- (1) These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting.

7. FISCAL POLICIES

1) FISCAL YEAR

- (1) The fiscal year of the corporation shall be from Jan 1 through Dec 31.

2) ACCOUNTING STANDARDS

- (1) The books and accounts shall be kept in accordance with sound accounting practices.

3) CHECKS, DRAFTS AND NOTES; CONTRACTS

- (1) Unless the Executive Committee or the Board provides otherwise by resolution, no check, draft, note or contract involving more than One Hundred Dollars (\$100.00) may issue without the signature of two officers of the corporation, or the Chief Executive Officer and one officer.