

**KCBA Board Meeting Minutes
October 5, 2015**

Meeting began at 6:00 pm. Members in attendance included Trianna Warkentin, Tonya Farmer, Julie Evans, Elizabeth Taylor, Shelly Lieder, Marianne Beale, Kimberly Harte, Deana Stricklin, Julie Wood, Debbie Rittenhouse, Shelley Harrington, Lisa Laird, and Maria Ontiveros.

I. Orders of Business

Board meeting began at 6:10pm in the KC band hall, led by Trianna Warkentin.

Trianna reviewed the items below:

Remember to keep track and send in your Volunteer Hours

Discussions from ALL Board members but only the Executive Board Members are allowed to vote

On a vote of 6 out of 6, Julie Evans was asked to serve the remaining term for the KCBA Governance Chair and she accepted

Additionally Trianna discussed that as an Association we must follow the rules of Klein ISD, UIL, our bylaws as voted on by all members and finally IRS rules as they apply to non-profit associations. She stated that we are required to share our formation documents and tax exempt letter of determination from the IRS as well as our 990s. These are all on our KCBA website.

II. Old Business – presented by Trianna Warkentin for review

A. Audit - Done annually

No material exceptions were noted

1. Receipts – please remember to keep all receipts and attach to Payment Request – Deposit Form
2. Signing of Checks

We asked at the KISD Financial Management course and we must have two signatures on every check, which we started that week

Below the board is addressing past concerns and suggested resolutions as raised by the previous Governance Chair – following is the discussion for each:

Three resolutions recommended from previous Governance Chair:

Resolution: *Only the following board members will be authorized to sign checks for the organization, President, Treasurer, Secretary, Vice President, and Other Elected Officers. New signature cards will be executed prior to August 31, 2015.*

Executive Board Members Kim Miller & Aimee Lightfoot were not in attendance due to illness and other obligations. The remaining 5 members voted “No” unanimously on the above resolution. Currently only the President and Treasurer have check signing authority. We do not feel it's in the best interest of KCBA to add additional members.

Resolution: *All checks to be paid will be presented to the board at the monthly meetings for review and signatures*

Vote was No (5 of 7 attending members). This would not allow for timely

payment of invoices. Currently the President and Treasurer meet about once a week to take care of signing checks. Once again, payment is only made if there is a signed payment request form AND if the payment is within budget.

Resolution: All requests for reimbursement by KCBA must be in writing and approved by KCBA board in advance. Approvals will be voted on by a quorum of the board at designated monthly meeting.

Vote was No (5 of 7 attending members). We already require a signed payment request form and all payments have to be within the budget that was approved by entire board. Any payments requests outside of budget amounts are voted on by board before payment is made.

3.) Debit Card Trianna researched the following:
Checked with Woodforest and we are unable to set a limit

Discussed this issue with Ms. Little, Controller KISD

It is recommended that Booster clubs do not have debit cards but she stated that since she did not have any recommendations for us on how we would purchase big-ticket items or online items other than by using the debit card or personal credit cards and then get re-imbursed, that it would be acceptable if approved by the KCBA Board.

Resolution:

"KCBA will continue to use debit card on an as needed basis. Approval must be obtained by *1 other* Board Member. ~~with one being the Budget Officer,~~ prior to use. Once the transaction has been completed, the President must attach the approval emails and the receipt to the Payment Request – Deposit Form."

Trianna asked for discussion from all board and committee members in attendance regarding the use of a debit card. All in attendance voted on the above resolution unanimously....with the changes made in italics. A formal vote will be put before the board at the November 2 General Membership meeting.

B. Insurance (Quickly reviewed what was purchased last month)

AIM: \$475/annually - purchased

1. General Liability – 1M
2. Office Liability (covers us in the case of discrimination suits, claims of mismanagement, etc) this is blanket policy and would cover all board members each year. Do not have to pay individually
3. Bond – this protects against criminal activity – the treasurer steals the money. The key with this one is the money cant just disappear...a police report must be filed to then make this claim and we are capped at \$50k

III. New Business

The board continued addressing past concerns and suggested resolutions as raised by the previous Governance Chair – following is the discussion for each:

A. Vendors

Resolution: In order to pay any supplier or vendor KCBA will require a completed and

signed W9 form from said supplier or vendor - no payments of any kind will be made without a completed and signed IRS W9 form.
This is already happening. Not correct to say "supplier or vendor". We obtain W-9s from independent contractors.

Resolution: In order to pay any supplier or vendor KCBA will require a signed contract or PO stating payment terms and services or products to be delivered

The board voted (5 YES) on the **amended resolution:**

Resolution: In order to pay any independent contractor KCBA will require a signed payment request form along with an invoice for payment.

It was discussed that KCBA will not be reviewing contracts between the directors and clinicians. Those arrangements fall under the director's responsibilities.

Resolution: In order to avoid conflicts of interest, violations of KISD Procurement Policies and within the board and members all proposed services or products paid for by the KCBA will require a minimum of 3 estimates to be submitted

Board voted NO – all 5 members in attendance. It is already the goal of all board and committee members to spend KCBA funds wisely and within budget.

Resolution: In order to pay any supplier or vendor KCBA will require a certificate of insurance from said vendor making the KCBA a certificate holder and additional insured. Liability limits will be a minimum of \$500,000.

Board voted NO – all 5 members in attendance. This does not apply. KISD handles the approval of all clinicians and they would be held liable.

B. Fundraisers for individual benefit

"The Booster Club cannot operate Fundraisers for individual benefit. The profits earned must be applied to the entire organization. As stated in the Booster Club Handbook the "IRS does not like this. This can be considered an individual receiving personal benefit from a charitable organization, which is contrary to the general purpose of a charitable organization."

We do not have fundraisers for individual benefit

C. Accounts

"The accounts for Color Guard and Drill. We need to ensure these are completely transparent and determine if we can have sub accounts off the KCBA as they are under our Tax ID. I have spoken with other Booster clubs and they do not have multiple accounts.

Who has signatory on these accounts?

Can we have money in these two accounts solely for the use of these organizations? Or does that violate the IRS rule?"

Trianna reviewed the purpose of these two accounts: they were created to make it easier for accounting purposes and tracking this money that is saved from year to year.

President and Treasurer are still the only ones with signatory authority. And all rules in place for use of these funds are the same as for any KCBA money.

These are funds that are included in KCBA Budget and earmarked / put aside for future use (i.e. Winter Guard Floor)

D. Closed Meetings

"We cannot have any more closed section of meetings."

We have never had any closed meetings – only Executive Board Meetings

In previous years the 6pm meetings were called "Planning Meetings"

IV. Bylaws

Julie Evans, KCBA Governance Chair will be reviewing our bylaws extensively and will bring a proposal to the Board by Meeting in February

V. Booster Club Checklist

Trianna Warkentin and Debbie Rittenhouse have reviewed the KISD booster club check list to ensure that we are complying with district recommendations.

VI. Articles of Incorporation

Per Debbie Rittenhouse, KCBA was intentionally created as an association by the parents who began this organization over ten years ago. At that time the district did not have a firm stance on their preference for booster clubs. Non profits can either be incorporated or not incorporated. It does not affect our non profit status. The main advantage for forming as a non profit corporation appears to be the added layer of legal protection. KCBA has obtained insurance protecting the organization and officers so at this time we do not see the need for changing our status but are open to further discussion.

KCBA Board meeting ended and KCBA general meeting began at 7:04 pm.