

Restated Bylaws of the Laguna Beach Boosters Club, Inc.

RECITALS

The purpose of the Laguna Beach Boosters Club, Inc. (herein “Athletic Boosters” or “Organization”) is to help enrich the lives of students in the Laguna Beach School District through athletics. The Organization’s primary focus is to support Laguna Beach High School (herein “LBHS”) athletic programs, including all sports currently under CIF regulation, cheerleading, and any other sports program subsequently developed and sanctioned by the LBHS Administration (herein referred to as “Sport Program” or “Programs”). The direction and administration of each Program remains under the governance of the LBHS Athletic Director, the LBHS Principal and the individual coach(es) of each Program. The Athletic Boosters and all Sport Booster Programs’ roles are to promote parent and community interest in the Programs, coordinate volunteers to assist in the operation of the Programs as needed, and solicit and raise funds to support the Programs. Athletic Boosters help create an atmosphere conducive to responsibility and respect.

I. MEMBERSHIP

Membership in the Athletic Boosters shall be granted to any parent or guardian of an LBHS student who is a sports Program participant (herein a “Booster”) within the last 12 months and a currently enrolled LBHS student. No membership fee or other mandatory dues shall be required for membership in the Athletic Boosters.

II. BOARD OF DIRECTORS & EXECUTIVE ATHLETIC BOOSTERS BOARD

A. Membership of the Board of Directors

1. The Board of Directors of the Athletic Boosters (herein the “**AB Board**”) shall consist collectively of one representative for each Sports Program (herein “**Booster Representative**”) and the Officers as described in section II.B.

1.1 Each Booster Representative is chosen and assigned by the coach of their Program. If no coach has been hired, the AD will assign a Booster parent or guardian for that sport.

1.1 The Booster Representative is considered a member of the Board of Directors until June 30th of the year following the Sports Program season s/he is representing, and will be considered the de facto Booster Representative for such Program in the following fiscal year starting July 1st until the Executive Board is notified otherwise by the respective Coach or AD.

1.2 The Booster Representative will act as the point of contact to distribute information from the Athletic Boosters and communicate Athletic Booster activities to the players and

parents of the sport that s/he represents. The Booster Representative will comply with all policies and procedures of the Organization.

1.3 Each Program shall have one vote in matters requiring voting in accordance with these bylaws, irrespective of the number of LBHS students participating in the Program. A coach can choose up to three **AB Board** representatives per Program to divide the responsibilities; however, each Program has only one voting member. All others will be non-voting members.

2. The LBHS Athletic Director (herein **AD**) shall be a non-voting member of the AB Board and the LBHS Principal shall be a non-voting member of the AB Board. In the event of a tie in the number of votes cast by the AB Board or the Executive AB Board for approval of a motion, the AD shall vote to break such tie.

3. In the event that an Athletic Booster Representative is unable to attend a duly noticed meeting of the **AB Board**, s/he may designate a substitute person from their Sports Booster Club to attend and vote at the meeting.

B. Officers of the Board of Directors - Executive AB Board

1. The following Officers shall be elected from within the **AB Board** and will serve as the Executive AB Board:

- President
- Vice President
- Secretary
- Treasurer

2. Election of Officers and Terms

2.1 The term of each Officer shall be one year, beginning on July 1 and ending on the June 30th of the following year. Officers may serve terms in succession.

2.2 Any **Booster or Coach** shall be able to nominate an officer with the candidate's consent. Officers shall be elected at a properly noticed meeting of the **AB Board** in May of each school year to serve during the following school year, ideally in May of each year. In the event that there are two or more candidates for an office, voting shall be by written ballot. There shall be no proxy voting allowed.

2.3. In the event of an **Executive AB Board** office vacancy, the vacant office shall be filled by an election at the next properly noticed meeting of the AB Board. So long as a quorum is present, the vacancy shall be filled by a majority vote of the AB Board members present.

3. Officer Duties

3.1 **President:** the President shall preside at meetings of the Athletic Boosters and any meetings of the Executive AB Board, act as the chief executive officer, and exercise

general supervision over all of the affairs of the Athletic Boosters. The President may appoint chairs of any committees determined to be useful or necessary in the operation of the Athletic Boosters. The President will oversee audits, prepare and revise by-laws as needed, and oversee development/implementation of Athletic Booster policies and procedures. The President shall prepare notices of all AB Board meetings and ensure that such notices are served on all Booster Representatives personally or by email at least 3 days prior to the date of any meeting.

3.2 Vice President: The Vice President shall perform the duties of the President in the event that s/he is not available to do so and shall attend Executive AB Board Meetings

3.3 Secretary: The Secretary shall keep permanent, comprehensive digital records of the Athletic Boosters' actions, prepare minutes of meetings for approval at next scheduled meeting, keep a copy of the Bylaws and any amendments available to present at any reasonable time to any member of the **AB Board**, attorney or agent. The Secretary shall also dispense information to each Representative, and perform such other duties as may be deemed necessary by the President or LBHS Athletic Director. The secretary will help with effective meeting management, review the agenda before the AB Board meeting, advise the President during the meeting as needed, make sure the organization's rules are followed and be available to confer with the President as needed. The secretary shall also assist with the voting and election procedures of the incoming AB Board.

3.4 Treasurer: The Treasurer shall be responsible for the collection, deposit, and accounting of all monies and payment of all expenses. The Treasurer shall maintain the current fiscal records of the Athletic Boosters, as well as provide the AB Board with a general fund fiscal report monthly, and prepare, or cause to be prepared, the financial statements as the **AB Board** shall determine.

C. Indemnification

The Organization shall, to the extent legally permissible, indemnify each Officer and Board member against liability reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

III. BOARD OF DIRECTOR MEETINGS AND VOTING RIGHTS

A. Meetings

1. Regular meetings of the **AB BOARD** shall be held monthly, as deemed by the President, during the school year. All meetings of the AB Board shall be open to any

Booster and any other individual who is accompanied by Booster member. Boosters are welcome to attend but will not be allowed to participate in the discussions unless recognized by the President.

2. Special meetings of the **AB Board** may be called by the President or any three (3) Booster Representatives who request such special meeting in writing. Written notice of any such special meeting shall state the purpose of the meeting and be served on all Representatives personally by email so as to provide notice at least seven (7) days prior to the date of any such meeting.

3. Any officer may call a meeting of the Executive AB Board.

B. Quorum and Voting

1. A quorum for an AB Board meeting shall be deemed to exist when a minimum of six (6) voting members of the AB are present. A quorum must be present in order to transact any business.

2. All AB Board members shall have the right to vote in any election of AB Board officers or amendments to the Bylaws, on all other matters to come legally before the AB Board, except that each sport with more than one Representative may only have one voting Booster Representative Board member. A majority vote of the quorum shall be required for approval of any motion of business.

IV. FINANCIAL AND ACCOUNTING

A. Budget

The **Executive AB 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 practical, a budget of anticipated revenue and expenses of the year, including serving as approval for anticipated revenue and expenses of the year, including serving as approval for anticipated expenditures. Any substantial expenditure deviation from the budget must be approved in advance by the AB Board.

B. Checks and Deposits

1. The President, Treasurer, and Secretary shall have signatory authority on all bank accounts of the Organization. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be authorized and signed by the Treasurer. In the event that the Treasurer is unable to perform such duties for more than 30 days, the AB Board may vote at a meeting to allow both the President and Secretary's signatures to be

required on all checks (dual signatures) until such time the Treasurer can resume such responsibilities.

2. All funds for the benefit of the Athletic Boosters shall be deposited into a checking or other deposit account in a federally insured banking institution.

C. Financial Controls

The organization shall adopt appropriate financial controls to ensure the integrity of its funds, including, but not limited to, the following: 1) Three (3) AB Board members shall comply with policies and procedures handling of deposits and processing payment approvals, and other fiscal management procedures as may be adopted; 2) AB Board members shall comply with the Conflicts of Interest section of these bylaws; 3) No loans shall be made by the Organization to its Officers, Booster Representatives or Booster Members, or outside Bookkeeper; 4) AB Board members have an absolute right at any reasonable time to inspect records and documents that are related to the financial reports of the Organization.

D. Financial Reports

The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the end of the year. The Board shall have the right to engage a professional Bookkeeper to assist the Organization in preparation of accurate and complete financial reports. If an independent Bookkeeper's services are utilized, such Bookkeeper shall remit an annual statement of income and expense to the Board directly. The Executive AB Board shall ensure that the Organization annually files its Form 990 with the IRS as well as maintains compliance with any internal audit requirements for review of its financial statements.

V. CONFLICTS OF INTEREST

A. Self Dealing Prohibition

Members of the **AB Board** shall not engage in any activity which gives rise to, or could give rise to, an appearance or claim of self-dealing loyalty or conflict of interest by reason of such person's positions within the Boosters. In the event that such person has reason to believe his or her activities anticipated activities could give rise to any such claim, he or she shall have a duty to disclose such activities to the AB Board.

B. Conflict of Interests Identification and Reporting

A "Conflict of Interest" may exist when the direct personal, financial or other interest(s) of any AB Board member, staff member or contractor competes or appears to compete with the interest of Boosters. The term "conflict of interest" includes, but is not limited to, circumstances where an Interested Person has, directly or indirectly, through business, investment or family members (spouse, domestic partner, sibling, children), participates in, or receives *excess benefit from a transaction*, which occurs when an Interested Person or entity, as a result of a transaction or arrangement, receives fees, payments, gifts, or other compensation for providing goods or services in excess of the consideration or fair value received by the Booster Club in exchange.

If any Board member become aware of a situation or arrangement that may be construed by a reasonable person as a conflict of interest, s/he shall call it to the AB Board for resolution. When there is doubt as to whether any Conflict of Interest exists, the matter shall be resolved by a vote of the AB Board excluding the person who is the subject of the possible conflict.

An Interested Person shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Organization, provided that the Interest Person does not receive excess benefit from such transaction(s), and that the nature and aggregate benefit of transaction(s) for each interested party are reported to the Board on an annual basis and approved by a majority thereof, excluding the interested party from vote.

VI. AMENDMENTS

The Executive AB Board shall review these bylaws as needed. These Bylaws may be amended by a majority vote of the Booster Representatives present at a properly noticed AB Board meeting so long as all Representatives have been given three (3) days prior written notice and a quorum is present. Such written notice shall state the purpose of the meeting and be served on all Booster Representatives personally or by email.

Date Adopted: May 20, 2019