

**BRIDGELAND HIGH ATHLETIC BOOSTER CLUB, INC.  
BYLAWS OF CORPORATION**

**ARTICLE 1 – NAME**

1.1 **Bridgeland High Athletic Booster Club, Inc.** The name of this corporation is **BRIDGELAND HIGH ATHLETIC BOOSTER CLUB, INC.** ("Corporation").

**ARTICLE 2 – PURPOSE**

2.1 Purposes. The Corporation is a nonprofit corporation organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3).

The sole purpose of this Corporation is to promote all athletic programs at Bridgeland High School in an atmosphere that is consistent with the educational philosophy of the school community. The activities of the Corporation will conform at all times to the regulations of nonprofit organizations set forth by the State of Texas, Section 501(c)(3) of the Internal Revenue Code and Universal Interscholastic League (UIL) booster club guidelines. The Corporation will provide funding exclusively for the athletic programs of Bridgeland High School, and shall be the sole Corporation established for this purpose

The objective of the Corporation is to develop an active and involved membership focused on the total athletic program at Bridgeland High School and all student participants regardless of sex, race, national origin, social economic status.

The Corporation will strive to promote school spirit and sportsmanship at all Bridgeland High School athletic events.

The Corporation will encourage, support and promote the academic endeavors of the Bridgeland High School students and goals of the administration.

The Corporation will provide supplementary financial support for the athletics programs at Bridgeland High School, limited by the regulations of the UIL, State of Texas and Internal Revenue Code.

The members of the Corporation will assist the coaching staff and administration of Bridgeland High School with organizing and staging special events and projects.

**ARTICLE 3 ADDRESS**

3.1 Principal Office. The place in this state where the principal office of the Corporation is to be located is the City of Cypress, Harris County, Texas.

3.2 Registered Office and Registered Agent. The name of the initial registered agent at the office is David Raffield and Michael Smith. The street address of the Corporation's initial registered office is 10707 Mason RD, Cypress, Harris County, Texas 77433.

The Corporation shall have and contiguously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the executive Officers.

#### **ARTICLE 4. ADMINISTRATION AND NON-COMMERCIAL**

4.1 Administration. The Purposes of the Corporation shall be carried out through conferences, committees and projects. The Corporation shall not seek to direct the administrative activities of the school or to control their policies.

4.2 Non-Commercial. The Corporation shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of the Corporation or its officers in their official capacities shall not be used in any connection with a commercial concern, with any partisan interest or for any purpose other than the regular work of the Corporation.

#### **ARTICLE 5 – EXECUTIVE OFFICERS AND ELECTIONS**

5.1 Executive Officers. Membership. Executive Officers of the Corporation are President, Vice President, President Elect, Secretary and Treasurer. These Executive Officers constitute the Executive Officers Board of the Corporation and shall be elected to a (1) year term by a majority vote of the general membership present at the time of the election. Nominations for the open executive officers positions shall be accepted by the executive officer's board one month prior to the last general membership meeting of the academic year, when voting by written ballots shall be held. New executive officers assume their duties at the beginning of the Corporation's fiscal year (July 1).

5.2 Qualifications for Executive Officers positions are: paid membership by June 30<sup>th</sup> (must be a paid member to assume duties of office on July 1), age of majority (18) and be a parent or legal guardian of a current Bridgeland High School athlete.

5.3 As authorized by the Executive Officers, the president, vice president and treasurer possess the authority to bind the Corporation contractually with the signatures of two of the three individuals holding those positions.

All Executive Officers and Chairpersons are volunteers and will not be paid any compensation for their services rendered to the Corporation.

5.5 Membership becomes automatic upon payment of dues. The minimum membership dues as set by the Executive Officers are payable at the beginning of each school year. However, to have

voting rights in the organization, the parent must have a student that is currently active in the program. Anyone else may be a member, but only as a volunteer without voting rights.

## **ARTICLE 6 CONFLICT OF INTEREST**

6.1 The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member. This policy will supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit organizations. No part of the net earnings of the Corporation shall be distributed to its members, officers or other private persons, except when authorized and found to be free of conflict, to pay reasonable compensation for services rendered the Corporation.

6.2 Any executive officer, chairperson or member with a financial interest, directly or indirectly through their business or family member, in a transaction pending before the Corporation may, but not necessarily, have a conflict of interest if the executive board decides there is a conflict.

6.3 A duty to disclose exists when any member, chairperson or executive officer has a financial interest. This interest must be disclosed to the Corporation executive officers board. Following disclosure of all applicable information, the person with the potential conflict must leave the meeting allowing for discussion and a determination by the executive officers as to whether an insurmountable conflict exists.

After exercising due diligence and investigating the possible conflict and alternative options before proceeding with the transaction, the executive officer shall vote on whether to allow the transaction to be concluded.

6.4 Violations of the conflict of interest disclosure rules may result in removal from the Corporation following the procedures in Article 7.

## **ARTICLE 7 EXECUTIVE OFFICER BAORDREMOVVAL/RESIGNATION/REPLACEMENT**

7.1 Any executive officer or general member may be removed by a 2/3 vote of the board at any time, for reasons that could include neglect of duties, illegal activity, improper conduct, etc. Such removal would be effective immediately.

7.2 The process for removal begins with a written complaint filed with the executive officers.

A special meeting of the executive officers will then be convened, a quorum required and proper notice given.

The member at issue will be afforded an opportunity to answer to the complaint.

The executive officers will vote.

7.3 The ousted member may appeal the decision in writing to the Corporation's general membership if the written appeal request is made within 10 days of the executive officer's vote. The ousted member may address the general membership at the next regularly scheduled meeting. Such members with issue will remain removed until next general membership meeting. No emergency meeting will be called.

7.4.A majority vote of the general membership in attendance will either affirm or reject the executive officer's decision. If rejected, the ousted member shall be restored to all rights and privileges of membership.

7.5 If rejected, the ousted member is restored to all rights and privileges of membership. Any executive officer or chairperson member may resign at any time by giving written notice to the board. Such resignation shall take effect at the date of receipt of such notice or on the date specified in the notice.

7.6 A vacancy occurring on the executive officers' shall be filled by a majority vote of the executive officers with the replacement serving until the end of the original term. If the vacancy is due to a forced removal and the ousted member is appealing the decision, the position will remain open until the conclusion of the appeal process.

## **ARTICLE 8 – DUTIES OF EXECUTIVE OFFICERS**

### **8.1 President**

Preside at all executive board meetings and general membership meeting following Roberts Rules of Orders unless otherwise agreed.

Appoint committee chairperson and serve as an ex-officio member of all committees.

Sign for bank withdrawals and expenditures of Corporation.

Authorize spending up to \$500 of Corporations funds in an emergency without prior consent of the executive officers.

Assist with preparation of the fiscal year budget.

Maintain communication between the Corporation and the Bridgeland High School Athletic Director or his/her designated representative.

Be familiar with and conduct all business within the framework of the UIL guidelines for booster clubs.

Perform any other duties deemed necessary.

### **8.2 Vice President**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Serve as chair or ex-officio member of committees as assigned by the president

Assist with preparation of the fiscal year budget

Oversee an annual evaluation of the Corporations by-laws and update as necessary

Perform any other duties deemed necessary.

### 8.3 Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation.

Deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws

Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President.

The Treasurer shall present a statement of account at meetings of the Corporation and at other times when requested by the Executive Officers. The Treasurer's books shall be subject to a review annually by a committee of three members appointed by the President. The Treasurer's books shall be closed by June 30 of the fiscal year (end of the fiscal year).

Perform any other duties deemed necessary

### 8.4 Secretary

The Secretary shall keep the minutes of the meetings in one or more books provided for that purpose

Give all notices in accordance with the provisions of these bylaws or as required by law

Be custodian of the corporate records

Keep a register of the address of each member which shall be furnished to the Secretary by each member

Perform any other duties deemed necessary

## **ARTICLE 9. ADMINISTRATIVE LIASION**

9.1 The Athletic Directors of the Bridgeland High School athletics program or coach appointed in his/her stead, will serve as an advisor to the Corporation. This administrator will be

responsible for working collectively with all coaches to prepare a prioritized, comprehensive list of equipment and supplies needed to enhance sports on campus. This list will be submitted annually and updated as needed for consideration by the Corporation's executive officers. Purchases from this list will be made in compliance with governing UIL and CFISD rules and at the discretion of the Corporation.

## **ARTICLE 10. MEMBERS**

10.1 Each paid household is entitled to vote, one (1) vote per household, on all business put to the general membership. Paid members may also nominate executive officers. Members are eligible to serve as Corporation committee chairs and committee members.

10.2 Membership forms describing the current levels of membership are attachment 1 of the bylaws

## **ARTICLE 11. COMMITTEES**

11.1 Committees, both standing and ad hoc, will be established by the Corporation executive officers board as needed. Committee chairs, the purpose of the committee and duration will be determined by the executive officer's board. Executive officers are eligible to chair and serve on a committee, although it is preferable that non-board members serve as a chairperson.

Committee chairperson will recruit committee members, lead the committee and report to the executive officers.

## **ARTICLE 12 –FINANCIAL INFORMATION**

12.1 Budget. A budget shall be prepared at the beginning of each fiscal year and approved at a general membership meeting. Any amendments to the budget shall be approved by the Executive Officers Board.

12.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Board President and Treasurer. The Corporation should have one back-up signer in the event one of the regular signers is not available.

12.3 Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Officers may select.

12.4 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, executive Offices, and committees having any of the authority of the Executive Offices and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. All books and records must be provided to the succeeding members at the time of their election.

12.5 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June.

12.6 Annual Returns. The Corporation shall submit an annual return to the IRS (990, 990-N, 990- EZ.)

12.7 Sales Tax Report. The Corporation shall submit an annual sales tax report to the Texas Comptroller's Office.

12.8 Financial Report. The Corporation shall submit an Annual Financial Report to the Principal, the Sponsor and to the Director of General Administration (Booster Clubs) by September 15 of each year.

12.9 Fundraising. All fundraisers require the approval of the Principal/Sponsor.

### **ARTICLE 13 – MEETINGS**

13.1 Executive Officers meetings:

Executive Officers meetings shall be held on a date selected by the Executive Officers.

A quorum (four members) is necessary for any business to be conducted.

Meetings shall be conducted following Roberts Rules of Order and adhering to the UIL guidelines.

A majority vote is needed for approval of all pending business.

### **ARTICLE 14 – SPECIAL PROVISIONS**

14.1 Funds. At the close of the fiscal year, the Corporation shall remit \$2,500 for the succeeding Booster Club.

### **ARTICLE 15 – AMENDMENTS**

15.1 Amendments. These bylaws may be amended at any regular or special meeting of the Executive Officers by a two-thirds vote of the members present and voting, following notices of the proposed amendment at a previous regular or special meeting of the Executive Officers.

### **ARTICLE 16 – RULES OF ORDER**

16.1 Rules of Order. Except as provided in these bylaws, the rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation's operation.

### **ARTICLE 17 – INDEMNITY**

17.1 The corporation shall indemnify an officer, commissioner, director, employee, or agent of the corporation who is named or threatened to be named as a defendant or respondent in any proceedings as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation as provided and limited in Article 1302-7.06 and 1396-2.22A of the Texas Revised Civil Statutes.



**ADOPTION OF BYLAWS**

The undersigned a majority of whom are citizens of the United States and over the age of 18; desiring to form a Non-Profit Corporation under the Texas Business Organizations Code, do hereby approve to adopt the above stated bylaws of **BRIDGELAND HIGH ATHLETIC BOOSTER CLUB, INC.**, this day and year shown below.

In witness whereof, we have hereunto subscribed our names this 20<sup>th</sup> day of June 2017.

Name: <u>Jan Kest</u>	Title: <u>President</u>	Date: <u>6/20/17</u>
Name: <u>Paul Walker</u>	Title: <u>Treasurer</u>	Date: <u>6/20/17</u>
Name: <u>[Signature]</u>	Title: <u>Vice President</u>	Date: <u>6/20/17</u>
Name: <u>[Signature]</u>	Title: <u>Secretary</u>	Date: <u>6/20/17</u>