

BYLAWS of Cedar Park High School Wrestling Booster Club  
(A Non-Profit Corporation)

**Article I: Name and Location**

1.01. The name of this organization shall be Cedar Park High School Wrestling Booster Club (CPWBC).

1.02. All club meetings may be held at such places within the Leander Independent School District (LISD) as designated by school administration and club officers.

**Article II: Purpose and Structure**

2.01 Purpose: This organization is organized and operated for the charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purpose of CPWBC shall be to support the wrestling program at Cedar Park High School and to promote excellence, pride, and good sportsmanship amongst the athletes, the coaching staff, and the community. The CPWBC shall encourage parent/guardian and community involvement and will strive to insure that opportunities continue to be available to the students of Cedar Park High School. In order to support the wrestling program, the organization will provide support to the team including providing volunteers for educational and extracurricular activities, raising funds and purchasing personal property and services to be used by students and faculty of the **CPHS Wrestling Program**, and engaging in other charitable, civic, or educational activities that will contribute to the public education of the community. We will exercise other powers conferred by the laws of Texas on nonprofit corporations.

This Booster Club shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan, and shall seek neither to direct the administrative activities of the Leander Independent School District nor to control its policies.

No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that reasonable compensation may be paid for services rendered to or for the organization affecting one or more of its purposes. No member, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Booster Club. No substantial part of the activities of the Booster Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Booster Club shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office.

The Booster Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and Regulations as they now exists or as they may be amended.

The Booster Club shall observe the following regulations: Leander Independent School District Booster Club Guidelines, University Interscholastic League Booster Club Guidelines, and all local, state, and federal laws which apply to nonprofit organizations.

Upon dissolution of this organization, following LISD procedures, assets shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

The Booster Club is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

### **Article III: Membership**

- 3.01 Membership: Membership in CPWBC shall be open to all persons who desire to support CPHS wrestling. All members shall have the right and responsibility to attend club meetings, serve on committees, volunteer for and/or attend events sponsored by the organization, volunteer for events, and support the club and athletes as needed. There will be two types of membership opportunities available in the CPWBC including voting and non-voting memberships. No mandatory or involuntary membership fees are allowed.
- a. Voting Family Membership: open to any person who is a parent/guardian of a child or children who participate in the **CPHS Wrestling Program**, and who will uphold the policies of this organization and agree to its Bylaws. Only voting members shall have the right to vote for the officers, review and approve the annual budget, approve amendments to these Bylaws, and be nominated and elected to office. A maximum of one membership shall be granted to each family unit. Voting privileges shall be limited to 2 per membership. No voting by proxy shall be allowed.
  - b. Non-Voting Community Membership: open to any person who is interested in supporting the CPHS Wrestling Program, and who will uphold the policies of this organization and agree to its Bylaws. No voting privileges shall be granted with community membership and community members may not be nominated and elected to office on the executive board.
- 3.02 Quorum: The members present at any membership meeting of the organization, provided at least five members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members may not take action. In that event, any matter brought before the membership, at the meeting at which a quorum is not present, shall be discussed and decided by the Executive Board.

3.03 Meetings: There shall be at least one general annual meeting of the membership in March. The officers will be elected at this meeting. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board. A reasonable effort shall be made to inform the general membership of the time and place of each general meeting of the organization at least five days prior to the date of the meeting. The CPHS sponsor (coach) must be invited to the meetings.

#### **Article IV: Executive Board**

4.01 Qualification. The CPWBC Executive Board shall consist of the elected officers of the organization. Any voting member in good standing is eligible to serve on the Executive Board. LISD employees may not serve in a financial capacity of a booster club and need to follow current LISD recommendations that pertain to serving as an officer in a booster club.

4.02 Authority: The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization. No action taken by the Executive Board may conflict with actions taken by the general membership in regular or called meetings.

4.03 Compensation. No officer shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

4.04 Officers. Officers shall be elected at the last general business meeting at the end of each season and will take office immediately. The Nominating Committee will name a slate of officers and the floor will also be open for nominations. The officers will be elected by simple majority of the voting membership present. Vacancies of offices of unexpired terms shall be filled by appointment by a majority of the remaining officers.

The officers and their respective duties shall include, but are not limited to, the following:

**a. The President shall:**

- Regularly meet with the designated district representative(s) regarding booster activities;
- Preside at all general meetings and meetings of the executive board of the organization;
- Resolve problems in the membership;
- Regularly meet with the treasurer of the organization to review the organization's financial position;
- Schedule annual audit of records or request an audit if needed during the year;

- Perform any other specific duties as outlined by the Executive Board of the organization.

**b. The Vice President shall:**

- Preside at meetings in the absence or inability of the president to serve;
- Perform administrative functions delegated by the president;
- Review CPWBC By-laws each summer with the executive board to decide if a by-law committee is needed to make updates
- Perform other specific duties as outlined by the Executive Board of the organization.

**c. The Secretary shall:**

- Report on any Executive Board meetings or decisions that happened between general club meetings and record the information in the minutes of the next general meeting;
- Record, create, and maintain the records of the minutes, approved bylaws, and any standing committee rules, current membership, and committee listing;
- Record all business transacted at each meeting of the association as well as any executive board meetings in a prescribed format;
- Maintain records of attendance of each officer;
- Other specific duties as outlined by the Executive Board of the organization.

**d. The Treasurer shall:**

- Prepare the Annual Budget to present to the Executive Board and to be approved by vote at the first general meeting;
- Issue a receipt for all monies received and deposit said amounts on at least a weekly basis (daily if receipts on hand exceed \$250.00);
- Present a current financial report to the executive committee and general membership within thirty days of the previous month end, except for June, July, and August which may be combined and reported at the September meeting;
- File a financial report with the office of the Executive Director of Business Services (or designee) by September 1<sup>st</sup> each year;
- Maintain an accurate and detailed account of all monies received and resolve any discrepancies with the bank immediately;
- File sales tax reports as required by the comptroller's office (monthly, quarterly, or annually);
- File annual IRS form 990 in a timely manner;
- Submit records to audit committee appointed by the organization upon request or at the end of the fiscal year;
- Other specific duties as outlined by the Executive Board of the organization.

4.05. Term. Each elected officer shall serve a term of one (1) year or until a successor has been duly elected or appointed. Officers may be elected for up to two consecutive terms in the same office. No one may hold dual offices. Inability to perform duties or lack of attendance at three

consecutive, regularly scheduled meetings may result in removal by majority vote of the CPWBC Executive Board.

- 4.06. Meetings. The Executive Board shall provide for by resolution the time and place for the holding of at least one annual meeting of the Board, and of the additional regular meetings of the Board, without other notice than such resolution.
- 4.07. Notice. Notice of any special meeting of the Executive Board shall be given at least two days before the meeting to each board member. Any board member may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver of such meeting.
- 4.08. Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board. A minimum of three elected Executive Board Officers may vote on minor decisions between meetings. These votes must be reported and recorded in the minutes at the next general meeting of the club. The act of a majority of the Board present at a meeting at which a quorum is present or taken by the above described vote shall be the act of the Executive Board.
- 4.09. Voting. Each qualified family unit, as described in Article Three, Section 1 of these Bylaws, shall have the right to cast up to two votes at any matter at any particular meeting. The decision of the majority of the voting members present at a meeting at which a quorum is established will be binding on the organization, unless provisions of these Bylaws require greater vote.
- 4.10. Proxy. No voting by proxy will be allowed.

#### **Article V: Committees**

- 5.01 Standing Committees: Standing committees will be created every year. Committee chairs shall be appointed by a majority vote of the Executive Board Officers. Standing Committee Chairs will be included on Executive Board correspondence and invited to executive board meetings that are pertinent to their committee. Executive Board members may chair any committee.
  - a. Fundraising Committee. Responsible for developing, coordinating, and managing fundraising projects, including concession stand (as needed) for CPHS sponsored wrestling events. All fundraising must be approved by the process laid out in the current LISD Booster Club Guidelines. The Executive Board will appoint a chairperson of the committee. The chairperson will be in charge of asking for volunteers and monitoring members as needed.
  - b. Communications Committee. Responsible for coordinating all publicity for the team, soliciting membership, maintaining membership roster, and utilizing/maintaining website, social media accounts, and email. The Executive Board will appoint a chairperson of the

committee. The chairperson will be in charge of asking for volunteers and monitoring members as needed.

5.02 Special Committees: Special (Short-term) Committees will be created as needed each year at the Executive Boards Discretion. Special Committees may be chaired by and Executive Board member.

- a. Banquet Committee. Responsible for organizing and coordinating the planning and implementation of all activities associated with the annual awards banquet, including the slide show presentation. The executive board will ask for a volunteer to chair this committee at the first meeting of the year. This committee will start planning no later than February 1<sup>st</sup> each year. The chairperson will be in charge of asking for volunteers and monitoring members as needed.
- b. Membership/Volunteer Committee. Distribute membership information, coordinate the membership drive, and ask for volunteers for fundraisers, food for team, or any other opportunities that need volunteers. No mandatory or involuntary membership fees are allowed. The committee may choose to recommend different levels of membership with different benefits for moving up to a higher level, however, the first level may not require a membership fee and must include the right to vote. The chairperson will be in charge of asking for volunteers and monitoring members as needed.
- c. By-laws Committee. Responsible for maintaining the bylaws of the booster club. The Vice President shall chair the committee if the Executive Board establishes a need for the committee. The chairperson will be in charge of asking for and monitoring members as needed.
- d. Nominating Committee. The executive board will ask for a volunteer to chair this committee at the first meeting of the year and will ask for volunteers/nominations between January 1<sup>st</sup> and February 15<sup>th</sup> each year. The main duty is to receive nominations for the elected offices of the organization and to prepare a slate of nominees and a ballot for the election of officers. Members eligible to run for office to serve on the Executive Board the following year shall consist of parents/ guardians of students attending CPHS during the next school term. The chairperson will be in charge of asking for volunteers and monitoring members as needed.

## **Article VI: General Provisions/Finances**

6.01 Operating Funds: Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings.

6.02 Fiscal Responsibility: All Board members having fiscal responsibility shall be bonded.

- 6.03 Annual Statement: The Executive Board shall present at each annual meeting, or when called by vote of the members at any meeting, a full and clear statement of the condition of the organization.
- 6.04 Group Exemption: This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist.
- 6.05 Budget: The Executive 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 practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.
- 6.06 Obligations: The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.
- 6.07 Loans: No loans shall be made by the organization to its officers or members.
- 6.08 Banking: The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.
- 6.09 Financial controls: The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:
- a. All expenses must be approved by membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
  - b. All checks, drafts, or other orders for the payment of money on behalf of the organization shall require two signatures and be signed by the Treasurer and by any other person as authorized in writing by the Executive Board. Checks shall bear notice of this requirement above the signature line as follows, **“Two signatures required.”**
  - c. An officer or other person without check signing authority designated by the Board shall review all bank statements; and,
  - d. A committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

- 6.10. Financial Report: The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority of bank accounts or approval authority over disbursements. If the organization grosses \$100,000 - \$200,000 in receipts, an external professional, such as a Certified Public Accountant (CPA), shall be hired by the audit committee to perform a financial review of compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.
- 6.11. Fiscal Year: The fiscal year of the organization shall be from June 1 to May 31 but may be changed by resolution of the Executive Board.
- 6.12. Record retention: All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement	Store in corporate record book.	<b><u>Permanent</u></b>
Treasurer's reports, periodic	Compile & file records on a yearly basis.	<b><u>Three Years.</u></b> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile file records on a yearly basis.	<b><u>Seven Years.</u></b> Store w/financial records. Destroy after seven years.

### **Article VII: Conflicts of Interest**

- 7.01 Existence of Conflict, Disclosure: Directors, officers, employees, and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member, or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises, the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Board action, such person shall note



vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive board, excluding the person who is subject of the possible conflict.

7.02 Nonparticipation in Vote: The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

7.03 Minutes of Meeting: The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

7.04 Annual Review: A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

#### **Article VIII: Indemnification**

Every member of the Executive Board, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/his duties. Provide, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being the best interest of the corporation. The foregoing right of the indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

#### **Article IX: Amendments**

8.01 Amendments to Bylaws: The Bylaws may be altered, amended, or repealed, and new bylaws may be approved for adoption by a majority of the Executive Board, provided that such alterations, amendments, or proposed substitute bylaws have been read or distributed to all Board members. After approval by the executive board, the bylaws will be distributed to members and voted on for approval at the next general meeting.

8.02 Amendments to the Articles of Incorporation: The Executive Board shall adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by a majority of the Executive Board, shall be again submitted for a vote at the next regular meeting of the Executive Board.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of the Cedar Park High School Wrestling Booster Club and these Bylaws constitute the organization's Bylaws. The Bylaws were duly approved at a meeting of the Executive Board held on \_\_\_\_\_, 2019 and duly approved at a general meeting of the booster club held on \_\_\_\_\_, 2019.

Dated: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_ Secretary of the Booster Club