

BYLAWS OF

a Texas Non-Profit Corporation  
CHS Boys Running Booster Club  
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ARTICLE ONE - OFFICES

Section 1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located in Montgomery County, Texas. The Corporation may have such other offices, within Montgomery County, Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - PURPOSES

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable, literary and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation include raising funds and purchasing personal property and services to be used by students and faculty at [INSERT NAME OF SCHOOL OR GROUP]; providing volunteers for educational and/or extracurricular activities; engaging in other charitable, civic, or educational activities that will contribute to the public education of the community; and exercising other powers conferred by the laws of Texas on nonprofit corporations. The corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting such provision. The Corporation may engage in any activities that further its purpose.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and **the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.**

Notwithstanding any other provision of these Bylaws, the Corporation 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 its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

In the event of the dissolution of the Corporation, the Board of Directors of the Corporation shall cause the assets of the Corporation to be distributed as follows:

- (a) All liabilities of the Corporation shall be paid or adequate provision shall be made for payment;
- (b) Assets held by the Corporation upon a condition which requires such assets be returned or specifically conveyed to a third party upon dissolution of the Corporation shall be returned or conveyed in accordance

with such requirements;

(c) All of the remaining assets of the Corporation shall be distributed to Conroe High School for their use.

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

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

### ARTICLE THREE - MEMBERS

Section 3.01. Any person who has paid their dues to the corporation shall be eligible for membership.

### ARTICLE FOUR – MEETING OF MEMBERS

Section 4.01. Annual Meeting. An annual meeting of the member shall be held within the first month of each school year at a time to introduce the officers, collect dues, and get parent involvement.

Section 4.02. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 4.03. Place of Meeting. The Board of directors may designate any place, within Montgomery County as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4.04. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, phone or e-mail to each member, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purpose for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Corporation with postage thereon prepaid.

### ARTICLE FIVE - BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need to be residents of Montgomery County, Texas. The Board of Directors shall be made up of all current officers, either elected or appointed. Others can be added to the Board if approved by a vote of the General Membership.

Section 5.02. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than twenty (20). The initial Directors shall serve terms of one, two or three years, as provided by the Board. Afterwards, each director shall serve for terms designated by the Board providing for staggered terms whenever possible. Whenever possible, the initial terms of additional Directors shall be fixed to ensure that a disproportionate number of Directors (more than one-half) will not be up for election in any given year.

Section 5.03. Regular Meetings. The Board of Directors shall provide for by resolution the time and place, within Montgomery County, Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other

notice than such resolution. However, there shall never be less than one annual meeting of the Board of Directors.

Section 5.04. Annual Meetings. An annual meeting of the Board of Directors shall be held at the date, time and place within Montgomery County as determined by the Board of Directors.

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within Montgomery County, Texas, as the place for holding any special meetings of the Board called by them.

Section 5.06. Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 5.07. Notice. Notice of any special meeting of the Board of Directors shall be given at least (2) business days previously thereto by oral or written notice delivered personally or sent by mail, phone, e-mail, facsimile or messenger to each Director at his or her address as shown by the records of the Corporation. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent. Any Director may waive notice of any meeting.

Section 5.08. Quorum. A majority of the Board of Directors, but never less than three (2), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.10. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 5.11. Compensation. Directors as such shall NOT receive any stated salaries for their services.

Section 5.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all the Directors were present and voted. Each such written consent shall be delivered, by hand or certified or registered mail, return receipt requested, to the Secretary or other officer or agent of the Corporation having custody of the Corporation's minute book. A written consent signed by less than all of the Directors is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Article, a consent or consents signed by the required number of Directors is delivered to the Corporation as provided in this Article. For purposes of this Article, a telegram, telex, cablegram, or similar transmission by a Director or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Director shall be regarded as signed by the Director.

Section 5.13. Resignation. Any Director may resign by giving written notice to the Board. The resignation shall be effective at the next called meeting of the Board of Directors, of which meeting the resigning Director shall receive notice.

Section 5.14. Removal. Any Director may be removed with or without cause by a two thirds majority of the remaining Directors.

## ARTICLE SIX - OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President.

Section 6.02. Election and Term of Office. The officers of the Corporation shall be appointed by the Board of Directors at the Annual meeting of the Board of Directors and shall serve terms designated by the Board. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for no more than **two years**, or until his or her successor shall have been duly elected and shall have qualified.

Section 6.03. Removal. Any officer elected or appointed by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the corporation.

Section 6.06. Treasurer. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and 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 the provisions of these Bylaws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; all of which books shall be open at all times to the inspection of the Board of Directors; and in general 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 or by the Board of Directors. The Treasurer is responsible for filing the Booster Club Taxes EVERY year and submitting updated board information to the school. In order to maintain the highest level of internal control, the Treasurer shall not be an

authorized signer on checks or other financial documents of the Corporation. **No CISD employee can hold the office of Treasurer or serve as an authorized signer on any bank accounts.**

Section 6.07. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors 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; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Board of Directors and Officers shall give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE SEVEN - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any officer other than the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 7.03. Deposits. All funds of the Corporation shall be deposited as soon as possible after they are received to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE EIGHT- BOOKS AND RECORDS

Section 8.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including, a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.

## ARTICLE NINE- FISCAL YEAR

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and

conclude on the last day of June of the following year.

ARTICLE TEN - AMENDMENTS TO BYLAWS

Section 10.01. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE ELEVEN - AMENDMENTS TO ARTICLES

Section 11.01. Amendments to Articles. The Articles of Incorporation of the Corporation may, to the extent allowed by law, be altered, amended, or restated and new Articles of Incorporation may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such meeting. Amendments to the Articles must be filed with the Texas Secretary of State and with the School Principal and the CISD Internal Auditor. A fee must be paid to the Secretary of State for all amended Articles.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By Laws of \_\_\_\_\_, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this 1 day of May, 2019.



\_\_\_\_\_  
Signature  
Treasurer

\_\_\_\_\_  
Title