

BYLAWS

KHSCTT, INC.

Article I - Name and Purpose

Section 1.01. Name. The corporation name of this organization is KHSCTT, INC. This entity is synonymous with and does business as the Keller High School Clay Target Team; also referred to by the additional names of KHS CTT; KHS Clay Target Team; Keller Clay Target Team; Keller Clay Team, or simply as Team.

Section 1.02. Purpose. KHSCTT, INC. is organized and operated exclusively for charitable and educational purposes of promoting target sports, and in particular, promoting the Keller High School Clay Target Team, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of KHSCTT, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

KHSCTT, INC is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Bylaws.

Article II - Membership

Section 2.01. Qualification. All parents, guardians, or other similarly related persons, with a child participating on the Keller High School Clay Target Team, qualify as members. A member of the KHS CTT may resign at any time; a member may be automatically terminated for failure to maintain their adult membership with affiliate organizations, or by failure to follow any of the Team's policies or procedures as now written or later developed.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and/or be

nominated and elected to office. Members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these Bylaws.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum, the membership may not take any action. In that event, any matter brought before the membership at a meeting in which a quorum is not present, shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership in the month of (MAY), at which the Executive Board Officers are elected. 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 ten (10) or more members in writing to the Executive Board. Should in-person meetings be restricted due to school or governmental regulations a “meeting” or these purposes may be conducted by virtual means such as email, Team App, or online survey.

Article III - Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority. The Executive Board shall manage the affairs, activities, and operations of the organization. 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-product 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.

Section 3.03. Meetings. The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) voting officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted at a meeting of the Executive Board (including amendment of these Bylaws) or of any committee, may be taken without a meeting, if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.06. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications device, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the Team's legitimate business, are allowed to be reimbursed provided there is prior approval of the expense and the reimbursement request is accompanied by appropriate receipts and/or other supporting documentation.

Article IV - Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include a President, a Vice President, a Secretary, a Treasurer, a Board Member-at-Large, and any additional Executive Board Officer positions as may be elected or appointed by the Executive Board. The Team Head Coach, and any designated Team Assistant Head Coaches, shall occupy non-voting, advisory Executive Board Member positions within the organization.

Section 4.02. Election. A nominating committee, composed of the current President and at least one additional Executive Board Officer, shall begin seeking nominees at least one week prior to the elections in May. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Executive Officers shall be elected by a majority vote in (MAY) by the members present. Should in-person meetings be restricted due to school or governmental regulations a "meeting" for these purposes may be conducted by virtual means such as email, Team App, or online survey. Officers shall assume their official duties on the 30th day of JUNE.

Section 4.03. Term. Officers shall serve two consecutive two-year terms except that those Officers elected to the newly constituted Board effective June 1st, 2023, shall be elected to staggered terms ranging from one to four years to ensure future orderly transition on the Board. The Membership has the authority to extend any term due to extenuating circumstances to ensure effective governance. A two-thirds majority vote of the Membership is required to extend an Officer's term beyond those described above.

Section 4.04. Eligibility. A member shall be eligible to serve on the Executive Board provided membership was held in good standing during the previous year. Only one family member at a time is allowed to hold a voting Executive Board position in a given year.

Section 4.05. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section 4.06. Disqualification. Any Executive Board member, who resigns before serving their full term, is no longer eligible to serve on the Executive Board. The Executive Board reserves the right to review and reconsider eligibility criteria.

Section 4.07. Notification. The Executive Board shall provide a current list of its Officers within thirty (30) days after the directors are elected, and shall provide an updated list within thirty (30) days after

any change (e.g., resignation, removal, withdrawal, etc.), to affiliate organizations as required.

Article V - Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization, subject to the control of the Executive Board, and shall in general, supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall select and appoint the chairpersons of all standing and special committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President. The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the membership records/certifications and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each Executive Board and general membership meeting and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted by a committee of at least two (2) persons without signature authority and who have not participated in the handling of funds throughout the year. The review must be completed and the results presented to the Executive Board, general membership not later than four months after the close of each fiscal year, and to other stakeholders upon request.

- Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over treasury related materials to the new treasurer.

Section 5.05. Board Member-at-Large. The Board Member-at-Large shall be a member of the Executive Board. The Board Member-at-Large shall perform such other duties as are assigned by the President of the Executive board.

Article VI - Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership of each fiscal year (generally held in September) 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.

Section 6.02. 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.

Section 6.03. Loans. No loans shall be made by the organization to its Officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$250 or more must have the signature of at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required for checks in the amount of \$250 or more."

Section 6.05. Banking. The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. Deposits and/or disbursements shall be recorded by receipt, invoice, or other written documentation. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 6.06. 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:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board.
- Checks exceeding \$250 must be endorsed by at least two officers of the Executive Board, and checks of the corporation shall include above the signature line a notice to this requirement.
- An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis.

- Anytime cash is collected two unrelated persons are present to count the cash and record the total on a cash tally sheet, signed by each counter.
- 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.

Section 6.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and 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 \$200,000 per year, an internal audit committee may review the financial practices and relevant accounts. The audit committee shall consist of two or more Executive 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 on bank accounts or approval authority over disbursements. If the organization grosses over \$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 or compilation. An external CPA shall conduct a full audit when annual gross receipts equal or exceed \$500,000.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from July 1st through June 30th, but may be changed by resolution of the Executive Board.

ARTICLE VII - Conflicts of Interest Finances

Section 7.01. Existence of Conflict, Disclosure. Executive Officers, Members, Employees and Contractors of the 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 such member 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 not 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 the subject of the possible conflict.

Section 7.02. Non-participation 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 Executive Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Executive 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.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each Executive Board Officer, Member, 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 Executive Board/Member guidance. Employees, Contractors, and new Executive Board Officers shall be advised of the policy upon undertaking the duties of their office.

ARTICLE VIII - Indemnification

Every member of the Executive Board, Officer, Team Head Coach, Assistant Coach 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 members of the Executive Board, Officer, Team Head Coach, Assistant Coach 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 Executive Board, Officer, Team Head Coach, Assistant Coach or Employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such members of the Executive Board, Officer, Team Head Coach, Assistant Coach or Employee is entitled.

ARTICLE IX - Amendments

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

ARTICLE X – Dissolution

Upon termination or dissolution of KHSCTT, INC., any assets lawfully available for distribution shall be distributed +described in any corresponding provision of any successor statute) which organization or organizations having a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of KHSCTT, INC. hereunder shall be selected by the discretion of a majority of the managing body of KHSCTT, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the KHSCTT, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or

organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.