

Plano Senior High School Swimming & Diving Booster Club Bylaws

ARTICLE I: NAME

The name of this non-profit corporation shall be The Plano Senior High School Swimming and Diving Booster Club.

ARTICLE II: ARTICLES OF ORGANIZATION

The Plano Senior High School Swimming and Diving Booster Club shall be a nonprofit organization. The Plano Senior High School Swimming and Diving Booster Club is organized solely for the non-profit purposes set forth below and does not contemplate pecuniary gain or profit to its members. No substantial part of the Plano Senior High School Swimming and Diving Booster Club shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation or becoming involved in political activity.

ARTICLE III: OFFICE AND REGISTERED AGENT

Section 1. Principal Office

The principal office of the Plano Senior High School Swimming and Diving Booster Club shall be in the State of Texas.

Section 2. Registered Office and Agent

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Texas, as required by the State of Texas Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State. The Plano Senior High School Swimming and Diving Booster Club's mailing address and its principal office may be changed by majority vote of the Board of Directors.

ARTICLE IV: PURPOSE

The purpose of the Plano Senior High School Swimming and Diving Booster Club shall be to promote, foster, and improve amateur youth swimming and diving in the Plano Senior High School and its feeder schools population for charitable, educational, and competitive purposes. To further those purposes, the Plano Senior High School Swimming and Diving Booster Club shall endeavor to:

- A. Promote and support the Swimming & Diving team.
- B. Manage and support the team at home Swimming & Diving events in an environment of good sportsmanship, fair play, and safety and education.
- C. Collect and set the dues for membership in the Club.

ARTICLE V: MEMBERSHIP

Section 1. Membership

- a. Membership shall be available to any adult wanting to participate in promoting the purposes of the Plano Senior High School Swimming and Diving Booster Club.
- b. Membership shall be made available without regard to race, color, creed or national origin, nor in conflict with the provisions of the UIL.

Section 2. Voting Rights

Only individual members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3 (below), as well as to vote on such other issues as the Board may choose to bring before the members.

Section 3. Membership Meetings

- a. There shall be an annual meeting of the members upon such date, time and place as the Board shall *determine*. During the annual meeting, voting members shall have the right to vote on the following matters: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, and approval of any

amendments to the Bylaws that may be proposed by the Board. No proxy voting will be allowed. Voting on all other matters is expressly reserved for the Board of Directors.

b. Membership shall commence upon payment of dues and expire at the end of each fiscal year.

c. Special meeting of the members may be called by the Chair of the Board or upon the request of 10 percent of the voting members. Members shall receive not less than 5 days prior notice of special meetings. Notice shall state the purposes of the special meeting.

Section 4. Quorum and Voting.

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 10 voting members present either in person or by phone. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal

Members shall be responsible for the payment of dues, fees and assessments as established by the Board of Directors and for conducting themselves in accordance with the purposes of the Plano Senior High School Swimming and Diving Booster Club, UIL Rules and Regulations, and the Plano Independent School District Rules and Regulations. Failure to pay any amounts due to the Plano Senior High School Swimming and Diving Booster Club or engaging in conduct that violates the rules or purposes are grounds for terminating a Member's membership in the Plano Senior High School Swimming and Diving Booster Club. Termination of membership for any reason other than non-payments due to the Plano Senior High School Swimming and Diving Booster Club shall occur only upon majority vote of the Board of Directors taken after the Member has had a reasonable opportunity to be heard before the Board of Directors at a meeting called for that purpose. A Member in good standing is a member who is current on all financial obligations to the Plano Senior High School Swimming and Diving Booster Club and who is currently not the subject of any disciplinary action.

Section 6. Recordkeeping

The books and records of the Plano Senior High School Swimming and Diving Booster Club, both financial and non-financial, are the property of the Plano Senior High School Swimming and Diving Booster Club and not any individual member. It is the responsibility of the Board of Directors to obtain any Plano Senior High School Swimming and Diving Booster Club records in the possession of a Board member, officer, or other member of the Plano Senior High School Swimming and Diving Booster Club at the conclusion of the term of office of any such member or whenever such member no longer has need of the records in working on matters for the Plano Senior High School Swimming and Diving Booster Club. Members shall have the right to inspect the books and records of the Plano Senior High School Swimming and Diving Booster Club upon request to the Board, provided, however, the requested inspection shall be reasonable in scope and purpose. The Board may establish limits on the time, place, and manner of making the records available.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Powers

a. The Board shall be made up of individuals that are interested in promoting the purposes of this organization.

b. All the Directors shall serve without compensation or remuneration, other than reimbursement, upon presentation of vouchers for approved expenditures. No one who would profit financially from his or her position as a Director of the Plano Senior High School Swimming and Diving Booster Club may be nominated to be elected to the Board of Directors.

c. All members of the Board of Directors must be members of the Plano Senior High School Swimming and Diving Booster Club in good standing.

d. Any member, in good standing, may be nominated and placed on a slate of officers, which will be voted on by the General Membership at a Plano Senior High School Swimming and Diving Booster Club meeting in the spring.

e. The affairs of the Plano Senior High School Swimming and Diving Booster Club shall be managed by the Board of Directors. The Board of Directors shall have final authority over all matters pertaining to the administration of the Plano Senior High School Swimming and Diving Booster Club. The Board of Directors may, in its discretion and consistent with these bylaws, delegate authority as to particular matters to any officer(s) or committee(s) appointed by the Board of Directors or other individual member(s) designated by the Board. In its discretion, the Board may present any matter on which it would otherwise pass as a Board to the General Members for a vote of the membership.

f. In setting dues and assessments for General Members, the Board is to determine the amounts due at registration of members based on a good faith estimate, using the best information available, of the costs of providing the planned activities and administrative costs of operating during the ensuing year.

Section 2: Election and Term of Office

The members of the Board of Directors shall be elected by the voting members at an annual meeting. Directors on the Board of Directors shall serve for a term of one year. Directors assume their responsibilities at the beginning of the fiscal year.

Section 3: Board of Directors

The Directors shall include a President, a Vice President – Social, a Vice President – Meet Operations, a Secretary, a Treasurer and a Diving Team Liaison.

Section 4: Resignation

Any Director may resign at any time by giving written notice to the President of the Plano Senior High School Swimming and Diving Booster Club. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Plano Senior High School Swimming and Diving Booster Club.

Section 5: Removal

Any Director may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members call expressly for that purpose.

Section 6: Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7: Regular Meetings

A regular annual meeting of the Board of Directors of the Plano Senior High School Swimming and Diving Booster Club shall be held each year, at such time, day and Place as shall be designated by the Board of Directors.

Section 8: Special Meetings

Special meeting of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9: Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10: Manner of Acting

Except as otherwise expressly required by law, these Bylaws, and/or the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 11: Unanimous Written Consent in Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 12: Telephone Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 13: Conflicts of Interest

a. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless

request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interest of the Plano Senior High School Swimming and Diving Booster Club.

b. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of The Plano Senior High School Swimming and Diving Booster Club. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE VII: OFFICERS

Section 1: Officers

The officers of the Plano Senior High School Swimming and Diving Booster Club shall consist of a President, a Vice President – Social, a Vice President – Meets, a Secretary, a Treasurer and a Diving Team Liaison. The Plano Senior High School Swimming and Diving Booster Club shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person may not hold more than one office.

Section 2: President

- a. The President of the Plano Senior High School Swimming and Diving Booster Club shall give active direction and have control of the business and affairs of The Plano Senior High School Swimming and Diving Booster Club. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.
- b. The role of the President is to provide direction, assistance, and support to the officers in the performance of their duties. The President also appoints committee chairpersons and any additional set of committees subject to approval of the Board of Directors. The President presides over all Board and Plano Senior High School Swimming and Diving Booster Club meetings.
- c. The President shall be authorized to sign on bank accounts, and contracts.
- c. The President shall also serve as an ex officio member of all committees The Plano Senior High School Swimming and Diving Booster Club.

Section 3: Treasurer

- a. The Treasurer shall be responsible for and oversee all financial administration of The Plano Senior High School Swimming and Diving Booster Club.
- b. The Treasurer shall ensure members properly receive and give receipts for moneys due and payable to the Plano Senior High School Swimming and Diving Booster Club and deposit all such moneys in the name of the Plano Senior High School Swimming and Diving Booster Club in appropriate banks.
- c. The Treasurer will 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 Board of Directors.
- d. The Treasurer will make reports available to the Board of Directors and membership as may be requested concerning the financial position of the Plano Senior High School Swimming and Diving Booster Club.
- e. The Treasurer shall present a written report at each scheduled meeting of the Plano Senior High School Swimming and Diving Booster Club on the financial status of the Plano Senior High School Swimming and Diving Booster Club.
- f. An accredited Bonding company will bond the Treasurer. The Treasurer will have a co-signer on all checks. Any member of the Board of Directors may be the additional signer. No Faculty member will be allowed to sign on the Plano Senior High School Swimming and Diving Booster Club account.

Section 4: Secretary

- a. The Secretary shall keep the minutes of the meeting of the Board of Directors and the Plano Senior High School Swimming and Diving Booster Club membership meetings.
- b. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws.
- c. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.
- d. The Secretary shall maintain a permanent file of all meeting minutes.

Section 5: Vice President – Social

The Vice President/Social shall be responsible for the various activities that the Booster Club schedules during the year. The Vice President will supervise committee chairs and provide guidance and organization for each activity. It is the responsibility of the Vice President to enlist the support of the Booster Club members to ensure that the objectives of the particular function are met. The Vice President will prepare a summary of each event and report to the Executive Board and to the General Membership. There are 5 standing committees that report to the Vice President/Social: Spirit, Banquet, Hospitality, Publicity, Fundraising.

Section 6: Vice President – Meet Operations

The role of the Vice President of Meet Operations is to provide guidance and organization for the various meet-related activities during the year. The Vice President shall develop committees to aid in the operation of all meets the team has been assigned. The Vice President reports to the Executive Board and to the General membership of the booster club. It is the responsibility of the Vice President to enlist the support of other Booster club members to ensure the objectives of the function are met, and to provide a summary of operations for the meet season. There is one standing committee: Timers.

Section 7: Diving Team Liaison

The Diving Team Liaison shall be either a diving team parent or, in the event that no diving team parent steps forth, a swimming team parent. The Diving Team Liaison is responsible for attending all Booster Club board meetings. The Liaison shall represent the diving team at all meetings keeping both the PSHS Swimming and Diving Booster Club officers and members informed of diving related events and information.

ARTICLE VIII: DISSOLUTION OF THE ORGANIZATION

In the event the Plano Senior High School Swimming and Diving Booster Club disbands, after all financial obligations of the organization have been satisfied, any remaining funds will be equally divided among the remaining Booster clubs at Plano Senior High School exempt under Section 501(c)(3), Internal Revenue Code of 1986 (26 U.S.C. Section 501(c)(3)), or its successor statute.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Notice

Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service.

Notice of meetings or events should be provided through regular publicity channels not limited to but including email notification, and web sites, and US mail service.

Section 2. Amendments

These Bylaws may be amended at any meeting by a two-thirds vote, provided that members are given advance Proper Notice of the proposed amendment at least five days before any meeting.

Section 3. Fiscal Year

The fiscal year of this association shall begin July 1 and end on the following June 30.

Section 4. Bank Authorization

Two (2) signatures shall be required on all checks. The Plano Senior High School Swimming and Diving Booster Club shall have at least three (3) authorized signers. Signers of the bank account shall not be related by blood or marriage and shall not reside in the same household.

ARTICLE X: INDEMNIFICATION

Unless otherwise prohibited by law, the Plano Senior High School Swimming and Diving Booster Club shall indemnify any director or officer or any former director or officer against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or committee chair. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Plano Senior High School Swimming and Diving Booster Club for damages arising out of his or her own gross negligence in the performance of a duty of The Plano Senior High School Swimming and Diving Booster Club.