

BYLAWS OF
Friendswood High School Lacrosse Booster Club
Originally adopted: November 28, 2016

Article I: Purposes

1.01 BYLAWS

These Bylaws constitute the code of rules adopted by Friendswood High School Lacrosse Booster Club (FHS Lacrosse or Club) for the management of its affairs.

1.02 PURPOSE

This Club is organized exclusively for educational and athletic purposes and such purposes shall include the following: (i) to solicit funding from sponsoring organizations and individuals to provide operating funds for the school district teams as such will be deposited and distributed from the Friendswood Mustang Booster Club (FMBC) account; (ii) to provide, within the above framework, the opportunity for the student-athletes to develop an attitude of sportsmanship and teamwork, to learn the value of personal discipline and hard work and to provide an enjoyable athletic experience for the student-athletes, their parents, the student body, faculty and administration of the school district served and the community at large; and (iii) to do all things necessary and lawful, within the above framework, under the Non-Profit Club Act of the State of Texas to further the purposes set forth above in accordance with FMBC and Friendswood Independent School District (FISD).

Article II: Offices

2.01 LOCATION OF PRINCIPAL OFFICE

The FHS Lacrosse Booster Club is covered under the offices of FMBC with offices located at FHS Field House, 702 Greenbriar, Friendswood, TX 77546 for funds and disbursements and FISD with offices located at 302 Laurel Drive, Friendswood, TX 77546 for administrative and oversight purposes.

Article III: Membership and Meetings

3.01 CLASSES

This Club shall have two (2) classes of members which are: Voting Members and Booster Club Representative Leadership Committee.

3.02 RIGHTS AND QUALIFICATIONS

The rights and qualifications of the members of the membership classes of this Club are as follows:

(1) Voting Members:

Members of the Leadership Committee shall be the Voting Members of this Club entitled to vote at any annual or special meeting, or on any issue requiring a vote of the membership. Voting Members are considered parents who have one or more sons on the team(s) and are also referred to as Player Parent Representatives.

(2) Booster Club Representative Leadership Committee.

Leadership Committee voted in by Voting Members annually effective Quarter 3 (July – September) each year. The roles of the Booster Club Representative Leadership Committee are listed in Article IV. If the election of a Leadership Committee is not held in the month designated herein for the designated meeting, or at any adjournment thereof, the Leadership Committee shall cause the election to be held at a meeting as soon thereafter as convenient for the members of the Leadership Committee.

3.03 PERIODIC MEETINGS

Periodic Meetings of the Voting Members shall be held during the first week of assigned months to discuss status of the FHS Lacrosse program, alignment with FMBC and FISD, and for the transaction of such other business as may come before the meeting.

3.04 PLACE OF MEETING

The Leadership Committee may designate any place, either within or without the State of Texas, as the place of meeting for any Periodic Meeting called by the Leadership Committee.

3.05 NOTICE OF MEETING

Written, printed, or electronic notice stating the place, day and hour of the meeting shall be given not less than five (5) nor more than forty (40) days before the date of the meeting.

3.06 SPECIAL MEETINGS

Special Meetings of the Voting Members may be called by the President, Secretary, or two (2) or more of the Leadership Committee.

3.07 ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Voting Members may be taken without a meeting, if, prior or subsequent to action, a written consent setting forth the action so taken is signed by all Voting Members and such written consent is filed with the record of the Club.

Article IV: Booster Club Representative Leadership Committee

4.01 POWERS

The property and activities of the Club shall be managed by the Booster Club Leadership Committee (the “Leadership Committee”) that shall have the power and authority expressly given by law and by these Bylaws, together with all such other powers and authority as are proper, necessary or convenient to the attainment of the objectives and purposes of the Club.

4.02 NUMBER, COMPOSITION, QUALIFICATIONS, AND TERM

The Leadership Committee shall consist of five (5) Leadership Committee Members. The composition of the Leadership Committee is encouraged to reflect the diversity of the Club. Specifically, the composition should represent each of the high school teams (e.g., junior varsity, DI and DII varsity) and the focus of the student athletes (e.g., lacrosse only versus multiple sport students). Any person with a son who is an active participant on the Club’s teams may serve as a Leadership Committee Member. The terms of office for each Leadership Committee Member shall be for so long as said Leadership Committee Member’s son or sons remain active participants on one or more of the Club’s teams, unless such Leadership Committee Member is removed, resigns or otherwise is no longer able to serve; Provided, however, that if for any reason, a Leadership Committee Member no longer has a son or sons that are active participants

in the Club, said Leadership Committee Member may continue to serve until the next annual meeting. Only one parent from each family may serve on the Leadership Committee. At each annual meeting, (i) the successors of the Leadership Committee Members whose terms are expiring shall be elected, and (ii) any other vacancies may be filled, in each case by those Leadership Committee Members remaining on the Leadership Committee. Outgoing Leadership Committee Members shall remain in office until their successor is duly elected and installed in office.

4.03 VACANCIES

Between annual meetings of the Club, vacancies in the membership of the Leadership Committee may be filled by a Voting Member determined by election in a subsequent Periodic Meeting. The person so elected shall hold office until the next election in Quarter 3 each year.

4.04 QUORUM.

A simple majority of duly elected Leadership Committee Members shall constitute a quorum for the transaction of business. No decision or action of the Leadership Committee shall be made or taken without the affirmative vote of a majority of Leadership Committee Members present at any meeting.

4.05 NOTICE

A meeting of the Leadership Committee may be called by the President, the Secretary, or any two (2) members of the Leadership Committee. Notice shall be given in writing, orally, by telephone call, U.S. Mail or other method of notification, not less than three (3) days prior to such meeting and shall set forth the time and place of such meeting. Deposit in the mail of required written notice to each Leadership Committee member at his or her last known post office or e-mail address not later than the fifth day prior to such meeting shall constitute the U.S. Mail or electronic notice respectfully.

4.06 LEADERSHIP COMMITTEE MEMBERS

The Leadership Committee shall consist of the President, Vice President, FISC Sponsor, Treasurer, Committee Chair, and Secretary and shall exercise authority of the Leadership Committee in the management of the Club between regular meetings of the Leadership Committee of Trustees.

Notwithstanding the foregoing, the Leadership Committee shall not have the authority to (1) amend, alter or repeal the Bylaws; (2) elect, appoint or remove any member of the Leadership Committee or any Trustee or officer of the Club; (3) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Club; (4) authorize the voluntary dissolution of the Club or revoke proceedings thereof; (5) adopt a plan for distribution of the assets of the Club; or (6) amend, alter or repeal any resolution of the Leadership Committee which by its terms provides that it shall not be amended, altered or repealed by the Leadership Committee. The Leadership Committee shall keep minutes of its actions and maintain full reports for future audits.

4.07 ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Leadership Committee or of any Leadership Committee thereof may be taken without a meeting if, prior or subsequent to action, a written consent, setting forth the action so taken, is signed by all members of the Leadership Committee or such Leadership Committee, as the case may be, and such written

consent is filed with the minutes or proceedings of the Leadership Committee or of such Leadership Committee.

4.08 REMOVAL

A member of the Leadership Committee may be removed from office by a two-thirds (2/3) vote of the remaining Leadership Committee members in office at any regular meeting or a special meeting called for that specific purpose.

4.9 REIMBURSEMENT

The Leadership Committee shall serve without compensation but shall be reimbursed for any expense incurred by them in connection with any acts performed for the Club if said expense is pre-approved by a majority vote of the Leadership Committee and subject to adequate documentation of said expense. Reimbursement will be properly submitted to FMBC as endorsed by the President or Vice President.

Article V: Booster Club Representative Roles

5.01 DESIGNATIONS AND ELECTIONS

The Leadership Committee Members shall be a President, Vice President, Secretary and Treasurer, Committee Chair, and any other office the Leadership Committee decides. The Leadership Committee Members at its discretion may designate additional officers of the Club. All officers shall be elected from within the Leadership Committee Members by the Voting Members at the annual meeting. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Treasurer. A Leadership Committee duly designated may perform the functions of any officer, and the functions of any two or more officers may be performed by a single Leadership Committee, including the functions of both President and Secretary.

5.02 PRESIDENT

The President shall be the chief officer of the Club under the direction of the Leadership Committee. On behalf of the Club, the President may sign FMBC check disbursements and deposits related the FHS Lacrosse Club. The President shall perform such other duties as may be assigned by the Leadership Committee Members. The President shall preside at the meeting of the Leadership Committee.

5.03 VICE PRESIDENT

In the absence of the President or in the event of his or her 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. The Vice President shall perform such other duties as any is assigned by the President or Leadership Committee Members.

5.04 SECRETARY

The Secretary shall keep the minutes of all meetings of the Leadership Committee, and shall attend to the giving and serving of all notices of the Club. The Secretary shall be the custodian of the website, records, papers, files and books of the Club and shall make an annual report to each annual meeting of the Voting Members. The Secretary shall manage the team website and all transactions required through the team website. The Secretary shall ensure that the Club is in good standing and in compliance with these Bylaws.

5.05 TREASURER

The Treasurer shall have the custody of all funding and security reports of the Club and, when necessary or proper, shall endorse on behalf of the Club for collection, bills, notes, checks and other obligations; shall keep such books of account as may be necessary, hold them open for inspection by any Leadership Committee Member or Voting Member and shall make an annual report of receipts and disbursements at each annual meeting of the Leadership Committee. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer, subject to control of the Leadership Committee and FMBC.

5.06 COMMITTEE CHAIR

The Committee Chair shall have the responsibility for subgroups of the Leadership Committee. These subgroups will be concession stand volunteer team, banquet team, faceoff dinner team, and other fundraising teams focused on revenue generation outside of the player registration fees.

5.07 COACHES

The Leadership Committee shall approve an FISD contract that stipulates the role and responsibilities of the Head Coaches and coaching staff as well as payment stipend which also must be in accordance with FISD policies. The contract will abide by FISD's specific regulations that pertain to all other coaches assigned and employed by FISD. FHS Lacrosse coaches will consist of an overall Head Coach, Head Coach for each sub-team, at least one assistant coach per team, and quality control position. (Coaches can server multiple roles as deemed necessary.) Coaches will be interviewed by the leadership committee as well as the FISD Sponsor and either the FHS Principal or FHS Athletic Director. All coaches must pass required background checks as determined by FISD. Qualifications for coaching include relevant experience in lacrosse as a player and coach as well as ability to work in a team-oriented environment. Coach's code of conduct is listed in the contract. Violations of the contract are reviewed with FISD and consequences consist of additional FHS oversight, suspension, and/or termination.

5.08 FISD SPONSOR

The Leadership Committee shall also have an FISD Sponsor, selected and employed by FHS, who will serve as oversight to the Leadership Committee. The purpose of the Sponsor is to ensure the Club is operating within FHS and FISD parameters and policies. The Sponsor will be the focal point for Voting Member correspondence and complaints and a communication liaison to the FHS Athletic Director, FHS Principal, FHS Lacrosse Coaches, and the FHS Lacrosse Booster Club. The Sponsor can advise the Leadership Committee on matters and decisions but will not have a Leadership Committee voting right.

Article VI: Operations

6.01 FISCAL YEAR

The fiscal year of the Club shall begin on the first day of July and end on the last day of June in each year. Year-end fiscal reports are typically available mid-August following the close of the fiscal year and provided by FMBC.

6.02 LOANS

No loans shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name or FMBC unless authorized by a resolution approved at least a two-thirds (2/3) majority of the Leadership Committee. Such authority may be general or confined to specific instances.

6.03 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of FMBC, shall be signed by such Leadership Committee Members and in such manner as shall from time to time be determined by resolution of the Leadership Committee. These signatures must be in alignment with policies of FMBC.

6.04 DEPOSITS

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club's account within FMBC.

6.05 GIFTS

The Leadership Committee may accept on behalf of the Club, any contribution, gift, bequest or device which will be defined as Sponsorship. This Sponsorship will be used for the general purposes of the Club. Such financial receipts will be deposited in the Club's account within FMBC. On occasion, the FHS Lacrosse Booster Club will need funds to support one-time expenses. At the appropriate time, some of these fund may be used to support such expenditures.

6.06 POTENTIAL CONFLICTS OF INTEREST

The Club may not make any loan to a Director or Officer of the Club. A Member or Leadership Committee member of the Club may lend money to and otherwise transact business with the Club except as otherwise provided by these Bylaws and applicable law. Such a person transacting business with the Club has the same rights and obligations relating to those matters as other persons transacting business with the Club. The Club may not borrow money from - or otherwise transact business with - a Member or Leadership Committee member of the Club without full disclosure of all relevant facts and without the Leadership Committee's approval, not including the vote of any person having a personal interest in the transaction.

6.07 PROHIBITED ACTS

As long as the Club exists, and except with the Leadership Committee's prior approval, no Member OR Leadership Committee member of the Club may

- A. Do any act in violation of these Bylaws or a binding obligation of the Club;
- B. Do any act with the intention of harming the Club or any of its operations;
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the Club's intended or ordinary business;
- D. Receive an improper personal benefit from the operation of the Club;
- E. Use the Club's assets, directly or indirectly, for any purpose other than carrying on the Club's business.
- F. Wrongfully transfer or dispose of Club property, including intangible property such as good will.
- G. Use the Club's name (or any substantially similar name) or any trademark or trade name adopted by the Club, except on behalf of the Club in the ordinary course of its business.

6.08 EXECUTORY RIGHTS

The Leadership Committee may authorize any agent or agents of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances and in accordance with voting as described in section 3.02.

6.09 INDEMNITY

This Club, FMBC, and Fisd shall indemnify any Leadership Committee Member or former Leadership Committee Member against any and all liability (including expenses and costs) except as such liability results from the willful misconduct of said indemnities all as provided in Section 2.22A of Article 1396 of the Revised Statutes of the State of Texas as it may from time to time be amended.

Article VIII: Required Books and Records

The Club will keep correct and books and records of account. The books and records include:

- A. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- B. Minutes of the proceedings of the Members, Leadership Committee, and Leadership Committees having any of the authority of the Leadership Committee.
- C. A list of the names and addresses of the Members and any Leadership Committee members of the Club.
- D. A financial statement showing the Club's assets, liabilities, and net worth at the end of the three most recent fiscal years noting that the first availability of financial records was April 2013 and assets was September 2015.
- E. A financial statement showing the Club's income and expenses for the three most recent fiscal years.

Article IX: Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Leadership Committee Members of the Club in which a quorum is present by a majority vote of Leadership Committee Members present at the meeting.