

BYLAWS
of
COLLEYVILLE HERITAGE HIGH SCHOOL BASEBALL BOOSTER
CLUB, INC.

Article 1
Name

The name of this organization shall be the Colleyville Heritage High School Baseball Booster Club, Inc. (“Organization”).

Article 2
Offices

Section 1. Principal Office

The principal office of the organization shall be located in Tarrant County, State of Texas. The mailing address shall be 5401 Heritage Avenue, Colleyville, Texas 76034.

Section 2. Change of Address

The designation of the county or state of the Organization's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, or require, an amendment of these Bylaws.

Section 3. Other Offices

The Organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Section 4. Registered Office and Registered Agent

The Organization shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Nonprofit Corporation Act. The registered office may, but need not be, identical with the principal office of the Organization, and the address of

the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

Article 3 **Nonprofit Purposes**

Section 1. IRC Section 501(c)(3) Purposes

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this Organization include but are not limited to:

- a. generating financial and non-financial support for the activities of the Colleyville Heritage High School (“CHHS”) baseball program within the guidelines and regulations specified by the Grapevine Colleyville Independent School District, the CHHS administration, the CHHS baseball coaching staff and University Interscholastic League (“UIL”);
- b. supporting the enhancement of successful student athletes promoting academic and athletic excellence, good sportsmanship and character-building relationships; and
- c. and raising funds to benefit and promote the CHHS baseball teams.

Article 4 **Membership, Meetings and Voting**

Section 1. Membership

Membership in the Organization is open to any adult person or organization interested in the CHHS baseball program. Annual membership levels and related dues will be determined annually by the Officers. Memberships may be purchased at any time during the year, however they will not be prorated. The membership year shall be February 1 through January 31.

Section 2. Annual Meeting

The Membership of the Organization shall hold an Annual Meeting no later than two weeks following the conclusion of the Spring Baseball regular season. Notice of the time and place of the Annual Meeting shall be made known to the membership of the Organization through publication and/or individual electronic mailing.

Section 3. Regular Meetings

Regular meetings of Organization's membership and Board of Directors shall be published on the CHHS Baseball Website. The Board of Directors must meet at minimum on an annual basis. All meetings shall be held at Colleyville Heritage High School and be scheduled in advance with the Principal or his/her designated representative to secure the exact location.

Section 4. Special Meetings

Special meetings of the Organization's membership may be called by the President, or by the Secretary, upon receipt of a written request of not less than two (2) members of the Board of Directors or upon receipt of a written request of not less than fifteen (15) general members of the Organization.

Section 5. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Organization:

a. Regular Meetings. Notice of the time and place of Regular Meetings of the Organization membership shall be made known to the membership of the Organization not less than five (5) days prior to the date of the meeting through publication to the website and/ or electronic mailing to membership.

b. Special Meetings. Notice of the time and place of Special Meetings of the Organization's membership shall be made known to membership not less than five (5) days prior to the date of the meeting through publication to the website and/or electronic mailing to membership.

Section 6. Voting Rules

At each Annual Meeting, Regular Meeting or Special Meeting of the Organization, every eligible member shall be entitled to vote. There shall be no proxy voting. A majority vote of those present and eligible to vote shall be required for elections of Board Members, Officers, and other items brought forth for vote.

Eligible members are defined as those families or individuals who have met the minimum dues obligation associated with the Organization's current fiscal year. Each parent or guardian of a current CHHS baseball participant who has individually or as a member of a family met the minimum dues obligation for the current fiscal year shall have the right to vote in matters brought before the membership of the Organization. Outside entities (businesses, organizations, etc.) deemed members of the Organization by having paid annual dues, may designate one (1) individual to vote on behalf of said entity in matters brought before the membership of the Organization.

Section 7. Quorum

The presence of not less than ten (10) members eligible to vote shall be required to constitute a quorum for the transaction of business at any Annual Meeting, Regular Meeting, or Special Meeting of the Organization.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors or the Officers at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a meeting to adjourn.

Section 8. Protocol and Decorum

The rules contained in the most current edition of the "Robert's Rules of Order Newly Revised" shall govern the Organization meetings and meetings of the Board of Directors and other appointed Committees in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order the Organization shall adopt.

Article 5

Directors

Section 1. Board of Directors

The Organization shall have a Board of Directors of no less than three and no more than seven, and they will collectively be known as the Board of Directors. The CHHS Baseball Head Coach or the Coach's designee shall serve *ex officio* on the Board for the purposes of consulting and advising the Board's regular, voting members.

Section 2. Qualifications

Directors shall be of the age of majority in the State of Texas. Other qualifications for Directors of the Organization shall consist of a commitment to serving the Organization for the purpose of

raising funds and performing duties on behalf of the Organization, with no salary or other payment of any kind. If not already an Organization member, a newly elected board member shall be required to join the Organization.

Nominations for the Board of Directors should be submitted to the President or Secretary at least 20 days prior to the Annual Meeting. Elections for the Board of Directors shall be held at the Annual Meeting.

Section 3. Powers

Subject to the provisions of the laws of the State of Texas and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Form a committee for the purpose of nominating a slate of Officers for approval by the general membership at the Annual Meeting. The Head Baseball Coach or Coach's designee shall be a standing member of this committee. Positions to be nominated include: President, Vice-President, Treasurer and Secretary;
- c. Advise and supervise all Officers, agents, and employees (if any) of the Organization to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws; and
- e. Register their addresses and email addresses with the secretary of the Organization. Notices of meetings mailed or emailed the Directors at such addresses shall be valid notices thereof.

Section 5. Term of Office

Directors shall be elected by the membership of the Organization and shall hold office for two years or until he/she resigns or is removed from office or is otherwise disqualified to serve, whichever occurs first.

Section 6. Compensation

No Director shall receive a salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Organization, any committee of the Organization, or other party as a result of such Director's position within the Organization. Directors will be allowed reimbursement of out of pocket expenses incurred in the performance of their duties.

Section 7. Place of Meetings

Meetings shall be held at (Colleyville Heritage High School) unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by agreement of the Board of Directors.

Section 8. Quorum for Meetings

A quorum shall consist of a simple majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 9. Majority Action as Board Action

Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall constitute the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 10. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Organization, or in the President's absence, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Organization shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 11. Telephonic Meetings

Unless otherwise restricted by the Articles of Incorporation, subject to the provisions required or permitted by law or these Bylaws for notice of meetings, a Director, or a member of any committee designated by the Board of Directors, may participate in and hold a meeting of the

Board of Directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the 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 called or convened.

Section 12. Action by Directors without Meeting

To the extent permitted by the Articles of Incorporation, any action required to be taken at a regular or special meeting of Directors of the Organization, or any action which may be taken at a regular or special meeting of Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents 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 of the Directors were present and voted, and such consent shall have the same force and effect as a unanimous vote of the Directors. The consent may be in more than one counterpart so long as each Director who is a party to such consent signs one of the counterparts. Every written consent signed by less than all of the Directors shall bear the date of signature of each Director who signs the consent. Every signed written consent shall be promptly delivered to the Corporation by delivery to its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent of the Corporation having custody of the Corporation's minute book. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation. A telegram, telex, cablegram, or similar transmission by a director, or a photographic, facsimile, or similar reproduction of a writing signed by a director, shall be regarded as signed by a director for purposes of this Section.

If any action by Directors is taken by written consent, any article or documents filed with the Secretary of State of Texas as a result of the taking of the action shall state, in lieu of any statement required by the Texas Non-Profit Corporation Act concerning any vote of Directors, that written consent has been given in accordance with the provisions of Article 9.10 of the Texas Non-Profit Corporation Act and that any written notice required by such Article has been given.

Section 13. Vacancies

Vacancies on the Board of Directors shall exist: (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board of Directors, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, upon unanimous recommendation of the remaining directors and Officers of the Organization or on a vote of two-thirds ($\frac{2}{3}$) majority of the full membership.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 14. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 15. Indemnification by Organization of Directors and Officers

The directors and Officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

Section 16. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors must adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article 6 **Officers**

Section 1. Designation of Officers

The Officers of the Organization shall be a president, a vice president/advertising, a secretary/communications, and a treasurer. The Organization may also have other such Officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any parent or guardian of a current CHHS baseball participant may serve as officer of the Organization. Any exception to this rule must be approved by the Board of Directors.

Section 3. Election and Term of Office

Elections are held annually for all open positions. Nominations should be submitted to the President or the Secretary at least 20 days prior to the Annual Meeting. The Board of Directors presents the membership with a slate of proposed Officers at the Annual Meeting, but nominations may be made from the floor at that time. In the event that an office is contested, ballots for such position shall be cast using secret ballot. Counting and tabulation of the ballots will be done by a member of the Board of Directors. Each officer shall hold office for a period of two years.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board of Directors may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President serves as the spokesperson for the Organization with the principal and all coaches, keeping them informed of all activities of the Organization.

Section 7. Duties of Vice President/Advertising

In the absence of the President, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary/Communications

The Secretary shall:

Certify and keep with the records of the Organization, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Organization or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the Organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the records of this Organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Organization by the later of: (1) the next meeting of the Board of Directors, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Ensure that information filed with the Texas Secretary of State is current and correct.

Keep a membership roster containing the name and contact information of each and any current members.

Exhibit at all reasonable times to any director of Organization, or to his or her agent or attorney, on request therefore, the Bylaws, the membership roster, and the minutes of the proceedings of the directors of the Organization.

The secretary may not be related by blood or marriage and shall not reside in the same household as authorized signers on the Organization's financial accounts.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements. In addition to the president, the treasurer is also an independent signer on all accounts maintained by the Organization. The Secretary ensures that disbursements of amounts in excess of \$500 not specifically approved in the budget have the approval of a majority of members of the Board of Directors.

Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Organization, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Organization.

With the President, prepare and present a budget for approval by the general membership at the first general meeting of the school year. Present amendments, as needed, at meetings.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Prepare, or cause to be prepared, all required tax related filings.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation

No Officer shall receive a salary, fee, payment, honorarium or other compensation of thing of value of any kind from the Organization, any committee of the Organization, or other party as a result of such Officer's position within the Organization. Officers will be allowed reimbursement of out of pocket expenses incurred in the performance of their duties.

Section 11. Nonliability of Officers

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

Section 12. Indemnification by Organization of Directors and Officers

The directors and Officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of the State of Texas.

Article 7 Committees

Section 1. Committees of Directors

The Board of Directors by resolution adopted by the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have an exercise the authority of the Board of Directors in the management of the Chapter; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Members of such committees shall be appointed by resolution adopted by a majority of the Board of Directors.

Section 2. Executive Committee

The Board of Directors shall act as the Executive committee, which committee, to the extend provided in such resolution, shall, subject to law, have any and may exercise all of the authority of the Board of Directors in the management of the Organization. The officers of the Organization shall be members of the Executive Committee. The Board of Directors at a regular or special meeting of the Board of Directors may fill vacancies in the membership of the committee. The Committee shall keep regular minutes of its proceedings and shall report action taken by it to the Board of Directors at its next meeting following the taking of such action.

Section 3. Finance Committee

The Finance Committee shall consist of at least two Directors and shall include the Treasurer. The Finance Committee also shall prepare a projected budget for each fiscal year to be presented to and approved by the Board of Directors.

Section 4. Other Committees

Other committees not having the authority of the Board of Directors in the management of the Organization may be designated by a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Members of each committee provided for in this Bylaws shall be members of the Organization and shall be appointed to such committee by the President. The President may remove any member of any such committee whenever in his or her judgment the best interests of the Organization shall be served by such removal.

Section 5. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor shall be appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Chairman

The President shall appoint one member of the Organization as chairman of each committee. The President shall be the Chairman of the Executive Committee.

Section 7. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum

Unless otherwise provided by resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article 8 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the treasurer or by the president of the Organization.

Section 3. Deposits

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Organization. Each committee will be responsible for soliciting contributions, gifts, bequests, or devises for its intended purposes.

Article 9 Records and Reports

Section 1. Maintenance of Organization Records

The Organization shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors, and meetings of the general membership indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and contact information and, if applicable, the class of membership held by each member and the termination date of any membership; and
- d. A copy of the Organization's Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Organization at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Organization,

and shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Organization, which demand shall state the purpose for which the inspection rights are requested;
- b. To obtain from the Secretary of the Organization, upon written demand on, and payment of a reasonable charge to, the Secretary of the Organization, a list of the names, contact information, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Organization or after the date specified therein as of which the list is to be compiled; and
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the Organization by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Organization, to be so prepared and delivered within the time limits set by law. In addition, the President shall appoint, subject to the approval of the Board of Directors, a financial reconciliation committee consisting of not less than three members, who are not authorized signers. Members of the

financial reconciliation committee shall not be the incoming treasurer, current treasurer, or be related by blood or marriage and shall not reside in the same household as the authorized signers. The financial reconciliation committee shall be appointed at the Annual Meeting and their report must be adopted by majority vote at the first general meeting of the new school year.

Article 10

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

Section 3. Distribution of Assets

Upon the dissolution of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Texas.

Article 11

Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and the general membership shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each Director and Officer shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 12 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members, if any, of the Organization to adopt, amend, or repeal the Bylaws of the Organization and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article 13 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Organization filed with an office of this state and used to establish the legal existence of this Organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**CERTIFICATION BY SECRETARY
OF
BYLAWS
OF
COLLEYVILLE HERITAGE HIGH SCHOOL BASEBALL BOOSTER CLUB, INC.**

I, _____, being the Secretary of **COLLEYVILLE HERITAGE HIGH SCHOOL BASEBALL BOOSTER CLUB, INC.**, do hereby certify that the foregoing are the Bylaws of Colleyville Heritage High School Baseball Booster Club, Inc., as adopted at a meeting of the Board of Directors held on the ____ day of _____, 2020.

_____, Secretary