

# **BYLAWS OF LD BELL VOLLEYBALL BOOSTER CLUB, INC.**

## **A Non-Profit Club**

### **ARTICLE 1**

#### **OFFICES**

The Principle Office the Club shall be in Hurst, Texas. The Club shall designate a registered office in accordance with Hurst-Eules-Bedford Independent School District guidelines. The Club may have offices at such other places within Colleyville, Bedford and Hurst, as the Board of Directors may from time to time determine.

### **ARTICLE 2**

#### **PURPOSE**

The Purpose of the Booster Club shall be to support the Varsity, JV, and Freshman volleyball programs as part of LD Bell High School. The Club shall assist to maintain and channel the enthusiasm and efforts of student, members, family and community to promote recognition of student athletes in their participation of athletic competition, assist in raising funds for the benefit of the volleyball programs, and provide volunteer help to the programs.

### **ARTICLE 3**

#### **MEMBERS**

**Section 3.1 Qualifications.** The Booster Club shall offer an opportunity for any person to be a member of the Club for a one-time per year membership fee collected at meetings. Normal membership shall coincide with the academic year.

**Section 3.2 Member in Good Standing.** Any parent or legal guardian of a current LD Bell Volleyball student player shall be considered a member, as well as other non-student adults who are interested in furthering the Hurst-Eules-Bedford Independent School District's educational and athletic programs. The term of membership in the booster club is valid and in good standing so long as the volleyball student player is an active member of an LD Bell Volleyball team.

**Section 3.3 General Meeting.** The purpose of the general meeting of Members is to elect Officers. The general meeting of the Members of the Club shall be held at the time and places designated by the Board of Directors or the President of the Club, the campus principal, or his/her designee. The general meetings of the Members for any years shall be held no later than 13 months after the last general meeting of the Members. However, failure to hold a timely general meeting shall in no way affect the terms of the Officers or the Directors of the Club or the validity of the actions of the Club.

**Section 3.4 Special Meetings.** Special meetings of the Members may be called by the President or the majority of the Board of Directors then in office. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for the Members to consider.

**Section 3.5 Place of Meeting.** The Board of Directors may designate any place within the Hurst-Eules-Bedford Independent School District facilities, as the place of meeting for any meeting of the Members. IF no designation is made, then the place of the meeting shall be the principle office of the Club in Texas.

**Section 3.6 Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by email not less than 3 days nor more than 30 days before the date of the meeting. Notice shall be given by or at the direction of the President, or the Secretary, or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his or her address as it appears on the records of the Club with postage thereon prepaid.

**Section 3.7 Waiver of Notice.** A written waiver of notice signed by the Member, whether before or after the meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meetings except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 3.8 Action Without Meeting.** Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by a majority of Members of the Club. Within 10 days after obtaining such authorization by written consent, notice must be of that notice of consent was given in accordance with the Texas Non-Profit Club Act, HEBISD Booster Club Guidelines and University Interscholastic League (UIL) Rules.

**Section 3.9 Voting Record.** The Secretary having charge of the membership records of the Club shall make, at least 10 days before each meeting of Members, a complete list of Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Club or at the principle place of business of the Club, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person, the meeting shall be adjourned until the requirements of this section shall not affect the validity of any action taken at such a meeting.

**Section 3.10 Member Quorum and Voting.** Unless otherwise required by the Club Bylaws, a majority of Members appearing in person shall constitute a quorum at the meeting of Members.

**Section 3.11 Votes.** Each Member in Good Standing shall be entitled to vote on each matter submitted to a vote at the meeting of the Members.

**Section 3.12 Proxies.** No proxy votes will be allowed. Members must be present at the meeting to vote.

## ARTICLE 4

### BOARD OF DIRECTORS

**Section 4.1 General Powers.** Subject to the limitations of the HEB Independent School District, and the UIL Guidelines, the Bylaws, action must be authorized or approved by Voting Members of the Club. All corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of the Club shall be controlled by the Board of Directors.

**Section 4.2 Member, Qualifications, Election and Tenure.** The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws but shall

never be less than three. The number of Directors may be increased or decreased from time to time by election in accordance with these bylaws. The Directors need to be Voting Members of the Club. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and their successors have been elected and qualified. The initial number of Directors shall be five.

**Section 4.3 Annual Meetings.** The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business that may come before this meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all the Directors.

**Section 4.4 Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined by the Board of Directors.

**Section 4.5 Special Meetings.** Special meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call special meeting of the Board of Directors may fix a reasonable time and place for holding them. The Head Coach must be notified of Special Meetings.

**Section 4.6 Telephone Meetings.** Directors may participate in meeting of the Board of Directors by means of a telephone or a similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means constitute presence in person at such a meeting.

**Section 4.7 Action Without Meeting.** Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

**Section 4.8 Notice and Waiver.** Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally, by mail or by email to each Director at his or her address. If mailed, such notice shall be deemed to be delivered in the United States Mail with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent to the email address provided by the Director. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except for when a Director states at the beginning of the meeting any objections to the transaction of business because the meeting is not lawfully called or convened.

**Section 4.9 Quorum and Voting.** A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, the majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. While officers who are not members of the Board of Directors may attend Board meetings as requested, the non-Board officers may not vote Board at meetings.

**Section 4.10 Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold the office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the

number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

**Section 4.11 Removal.** At any meeting of Members called expressly for the purpose, any Director or Directors may be removed from Office with or without cause by vote of the Members. New Directors may be elected by the Members for the unexpired term of Directors removed from office at the same meetings at which such removal are voted. If the Members fail to elect a person to fill the unexpired terms of removed Directors, and if the Member did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

**Section 4.12 Presumption of Assent.** A Director of the Club who is present at a meeting of the Board of Directors, at which actions on any Club matter is taken, shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of asserted conflict of interest.

## **ARTICLE 5**

### **OFFICERS**

**Section 5.1 Officers.** The Officers of this Club shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed appropriate, each of whom shall be elected by the Members. Any two or more offices may be held by the same person. Failure to elect a President, a Vice-President, a Secretary, or a Treasurer shall not affect the existence of the club. The Head Coach shall be provided notice of the Officers of the Club, shall be notified of all meeting of the Club, and may participate in all matters of the Club, but shall not serve as an Officer of the Club.

The LD Bell Volleyball Boosters Club will have as it officers the following, as elected by the Members for a term of one year:

- 1. President.** The role is to provide leadership and direction for the Club and will preside over meetings of the Board and general membership. The president will represent the Club on the LD Bell Council or other boards the Principal deems necessary. The president is the Club's Chief Executive Officer and will supervise and control all of the Club's business and affairs. The president may execute any contracts or agreements that the Board authorizes to be executed. However, the president may not execute instruments on the Club's behalf if this power is expressly delegated to another officer or agent of the Club by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.
- 2. Vice President.** When the president is absent, cannot act, or refuses to act, the vice-president will perform the president's duties. When acting in the president's place, the vice-president has all the powers of (and is subject to all the same restrictions on) the president. In absence of the president, the vice-president presides over meetings of the membership. The vice-president will serve as a member of the Activities Committee.
- 3. Secretary.** The Secretary will give all notices as provided in the Bylaws or as required by law. (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records. (c) Maintain custody of the Club records. (d) Keep a register of the mailing address of each member, director and officer of the Club and provide the campus principal with a copy of this list. (e) Perform duties as assigned by the president of the Board, and all duties incident to the office of secretary.

4. **Treasurer.** The Treasurer will (a) Maintain an accounting of all income and expenditures of the LD Bell Volleyball Booster Club. (b) Have charge and custody of, and responsible for, all the Club's funds. (c) Receive and give receipts for all moneys due and payable to the Club from any source. (d) Deposit all moneys in the Club's name in the Club's bank account. (e) Write checks and disburse funds to discharge the Club's obligations as approved by the Board. However, funds drawn from the Club or its accounts need to have (1) affirmative vote by the Board, and (2) the signature of the president or the vice-president in addition to the treasurer. (f) Maintain the Club's financial books and records. (g) Prepare financial reports at least annually. (h) Present financial information at the Board and Club meetings. (i) Make accounting ledgers available to the membership. (j) Perform other duties as assigned by the president or the Board, and all duties incident to the office of treasurer.
5. Other positions as deemed necessary by the board and membership.

Section 5.2 **Election and Term of Office.** The Officers of the Club shall be selected annually by the Members at the Club's annual meeting. If the election of the Officers is not held at such meeting, such election shall be held as soon as convenient thereafter. No Officer shall serve longer than three consecutive years.

Section 5.3 **Removal.** Any Officer may be removed from office at any time with or without cause, on the affirmative vote of a majority of the Members, whenever, in its judgment, the best interest of the Club will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contractual rights.

Section 5.4 **Vacancies.** Vacancies in offices, however occasioned, may be filled at any time by appointment of the Board of Directors for the unexpired term of such offices.

Section 5.5 **Duties.** The head coach or the president shall preside over all of the meetings of the Board of Directors and of the Members. The president shall be the chief executive officer of the Club. Subject to the foregoing, the Officers of the Club shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, these Bylaw, or as may be assigned to them, time to time, by the Board of Directors.

Section 5.6 **Salaries.** The Officers and the Board of Directors shall receive no salaries. They may receive reimbursement for expenditures made by them on behalf of the Club.

Section 5.7 **Delegation of Duties.** In absence of any disability of any Officer of this Club or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or any other Director.

## ARTICLE 6

### COMMITTEES

Section 6.1 **Establishing Committees.** The Board may adopt of resolution establishing one or more committees delegating specified authority to a committee. A committee may include one or more officers, directors, and members.

Establishing a committee will not relieve the Board or Officers of any responsibility imposed by these Bylaws or otherwise imposed by law. NO committee has the authority to:

- (a) Adopt a plan or merger or of consolidation with another Club

- (b) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Club's property or assets
- (c) Authorize voluntary dissolution of the Club
- (d) Revoke proceedings for voluntary dissolution of the Club
- (e) Adopt a plan for distribution of the Club's assets.
- (f) Amend, alter, or repeal these Bylaws
- (g) Elect, appoint, or remove a member of a committee or director or officer of the Club
- (h) Approve any transactions to which the Club is a party and that involves a potential conflict of interest as defined by Section 7.4 below
- (i) Take any action outside the scope of authority delegated it by the Board
- (j) Take final action on a matter requiring membership approval

## ARTICLE 7

### TRANSACTIONS OF THE CLUB

**Section 7.1 Contracts.** The Board may authorize and officer or agent of the Club to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Club. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

**Section 7.2 Deposits.** All of the Club's funds will be deposited into the credit of the Club in banks, trust companies, other depositories that the Board elects.

**Section 7.3 Gifts.** The Board may accept, on the Club's behalf, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, state law, HEB Independent School District Booster Club Guidelines, UIL Guidelines, and provision set out in federal tax law that must be complied with to maintain the Club's federal and state tax status.

**Section 7.4 Potential Conflicts of Interest.** The Club may not make any loan to a Director of an Officer of the Club. A member, director, officer, or 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 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, otherwise transact business with, a member, a director, an officer, or committee member of the Club unless the transaction is described fully in a legally binding instrument and is in the Club's best interest. The Club may not borrow money from, or otherwise transact business with a member, director, officer, or committee member of the Club without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

**Section 7.5 Prohibited Acts.** As long as the Club exists, and except with the Board's or the members' prior approval, no member, director, officer, or committee member of the Club may:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Club, UIL, or HEB District Guidelines
- (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 or personal benefit from the operation of the Club
- (e) Use the Club's assets, directly or indirectly, for any purpose other than carrying out the Club's business

- (f) Wrongfully transfer or dispose of Club property, including intangible property such as goodwill
- (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 its ordinary course of business
- (h) Disclose any of the Club's business practices, trade secrets or any other information not generally known to the business community, to any person not authorized to receive it
- (i) Involve the Club in any activities or associations that would relate to the political campaign of a candidate for political office

**Section 7.6 Financial Reports and Superfund Program Payment.** The Club shall deposit no less than 10% of the Club's net profits to the HEBISD Superfund Program, to be paid to the District not less than 45 days after the reporting periods for financial activity that are due to the District twice per year. The first reporting period is from July 1<sup>st</sup> through December 31<sup>st</sup> of a year, with a financial report due date of February 15<sup>th</sup>, and the second reporting period of from January 1<sup>st</sup> through June 30<sup>th</sup> of a year with a financial report due date August 15<sup>th</sup> of a year. Financial reports shall be submitted to the Coach and to the District's Business Office.

## ARTICLE 8

### BOOKS, RECORDS AND REPORTS

**Section 8.1 Required Books and Records.** The Club will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Club's statement of change of registered agent or registered office
- (b) A copy of the Bylaws, including these Bylaws, any amended version or amendments to them
- (c) Minutes of the proceeds of the members, Board, and committees having any of the authority of the Board
- (d) A list of names and addresses of members, directors, officers, and any committee member of the Club
- (e) A financial statement showing the Club's assets, liabilities, and net worth for the most recent fiscal years
- (f) A financial statement showing the Club's income and expenses for the most recent fiscal years
- (g) All rulings, letters, and other documents relating to the Club's federal, state and local tax status
- (h) The Club's federal, state, and local tax information or income tax returns for each of the Club's most recent tax years

**Section 8.2 Report to Members.** A financial report shall be given to the general membership at the second and last meeting of the year at a minimum. The financial records shall be reviewed by an outside auditor at the Club's expense and a copy of said review shall be filed with the Hurst-Euleless-Bedford Independent School District within 123 days after the Club's operation year.

**Section 8.3 Inspection of Club Records.** Any person who is a voting member of the Club shall have the right, for any purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Members of the Club. If such a request is received by the Club, before such financial statements are available for its last fiscal year, the Club shall hand out

financial statements as soon as they become available. In any event, the financial statements must be filed with the Hurst-Euless-Bedford Independent School District.

**ARTICLE 9**

**FISCAL YEAR**

The fiscal year of the Club shall be selected by the Board of Directors of the Club, Campus Athletic Coordinator and Principal.

**ARTICLE 10**

**STATUS**

The LD Bell Volleyball Boosters Club shall be operated as a non-profit corporation committed to the support the volleyball programs in a manner stated in these Bylaws. The Club shall be subject to all local school district policies, University Interscholastic League Rules, and all local, state and federal laws and regulations. The Club shall be an ongoing entity to function continuously from year to year, in order to serve the Purpose of the Club.

**ARTICLE 11**

**AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, provided that any Bylaws or amendments hereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of the Members, or a new Bylaw may be adopted by the members. The notice of any meeting at which these Bylaws are altered, amended or repealed, or at which new Bylaws are adopted, will include the text of the proposed Bylaw provisions, as well as the text of any provisions proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of LD Bell Volleyball Boosters Club and that these bylaws constitute the Club's Bylaws. These Bylaws were duly adopted by the Board of Directors held on \_\_\_\_\_.

Dated: 9/24/18

Signature: Jennifer Esquivel

Jennifer Esquivel (Printed Name)  
Secretary of the Club