

# **By-Laws Cypress Falls Athletic Booster Club**

## **Article I**

These by-laws constitute the governing rules for the regulation and management of the Cypress Falls Athletic Booster Club (CFABC), a non-profit corporation organized under the Texas non-profit regulations and Section 501(c)(3) of the Internal Revenue Code.

## **Article II Address**

The principal office and mailing address of the CFABC is 9811 Huffmeister, Houston, Harris County, Texas 77095.

## **Article III Purpose**

The sole purpose of the CFABC is to promote all athletic programs at Cypress Falls High School in an atmosphere that is consistent with the educational philosophy of the school community. The activities of the CFABC will conform at all times to the regulations of non-profit organizations set forth by the State of Texas, Section 501(c)(3) of the Internal Revenue Code, and University Interscholastic League (UIL) booster club guidelines. The CFABC will provide funding exclusively for the athletics programs at Cy-Falls High School.

- a. The objective of the CFABC is to develop an active and involved membership focused on the total athletic program at Cy-Falls High School and all student participants regardless of sex, race, national origin, socio-economic status, or chosen sports activity.
- b. The CFABC will strive to promote school spirit and sportsmanship at all Cy-Falls athletic events.
- c. The CFABC will encourage, support, and promote the academic endeavors of the Cy-Falls students and goals of the administration.
- d. The CFABC will provide supplementary financial support for the athletics programs at Cy-Falls High School, limited by the regulations of the UIL, State of Texas, and Internal Revenue Code.
- e. The members of the CFABC will assist the coaching staff and administration of Cy-Falls High School with organizing and staging special events and projects.
- f. The CFABC will conduct two (2) major fundraisers of their own, separate from those done by the Athletic Department each calendar year.

## **Article IV Dues**

Any adult may become a member of the CFABC upon payment of dues, payable during the CFABC fiscal year, July 1 to June 30. The dollar amount of dues per household will be determined annually by the general board.

## **Article V Officers and Elections**

Officers of the CFABC are President, Vice President, Secretary, Treasurer, and Web Administrator. These officers constitute the Executive Board of the CFABC. In addition to the Executive board, there are four (5) additional board members. All board members shall be

elected to two (2) year terms by a majority vote of the general membership present at the time of the election. Nominations for the open board positions shall be accepted by the Executive board one month prior to the last general membership meeting of the academic year when voting by written ballots shall be held. New officers assume their duties at the beginning of the CFABC fiscal year (July 1).

- a. Qualifications for all board positions are: paid membership by June 30<sup>th</sup> (must be a paid member to assume duties of office on July 1), age of majority (18), and be a parent or legal guardian of a current or past Cy-Falls High School athlete.
- b. The president, vice president, and treasurer possess the authority to bind the CFABC contractually with the signatures of two of the three individuals holding those positions.
- c. All board members are volunteers and will not be paid any compensation for their services rendered to CFABC.
- d. All board members shall be in good standing with the CFABC and CFISD.

### **Article VI Conflict of Interest**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member. This policy will supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit organizations. No part of the net earnings of the CFABC shall be distributed to its members, officers, or other private persons except when authorized, and found to be free of conflict, to pay reasonable compensation for services rendered the CFABC.

- a. Any board member or general member with a financial interest, directly or indirectly through their business or family member, in a transaction pending before the CFABC may, but not necessarily, have a conflict of interest if the Executive board decides there is a conflict.
- b. A duty to disclose exists when any member or board member has a financial interest. This interest must be disclosed to the CFABC Executive board.
- c. Following disclosure of all applicable information, the person with the potential conflict must leave the meeting allowing for discussion and a determination by the general board as to whether an insurmountable conflict exists.
- d. After exercising due diligence investigating the possible conflict and alternative options for proceeding with the transaction, the general board shall vote on whether to allow the transaction to be concluded.

Violations of the conflict of interest disclosure rules may result in removal from the CFABC following the procedures in Art. VII.

### **Article VII Board Removal/Resignation/Replacement**

Any board member may be removed by a 2/3 vote of the board at any time, for reasons that could include neglect of duties, illegal activity, improper conduct, etc. Such removal would be effective immediately.

1. The process for removal begins with a written complaint filed with the Executive board.
2. A special meeting of the Executive board will then be convened, a quorum required, and proper notice given.

3. The member at issue will be afforded an opportunity to answer to the complaint.
  4. The board will vote.
  5. The ousted member may appeal the decision in writing to the CFABC general board, if the written appeal request is made within 10 days of the Executive board vote.
  6. The ousted member may address the general board at the next regularly scheduled meeting. Member with issue will remain removed until the next board meeting. No emergency meeting will be called.
  7. A majority vote of the general board will either affirm or reject the Executive board decision.
  8. If rejected, the ousted member is restored to all rights and privileges of membership.
- a. Any board member may resign at any time by giving written notice to the board. Such resignation shall take effect at the date of receipt of such notice or on the date specified in the notice.
  - b. A vacancy occurring on the board shall be filled by a majority vote of the board with the replacement serving until the end of the original term. If the vacancy is due to a forced removal and the ousted member is appealing the decision, the position will remain open until the conclusion of the appeal process as defined in Art. VII(a).

### **Article VIII Duties of officers**

#### **President**

- a. Preside at all board meetings and general membership meetings following Roberts Rules of Order unless otherwise agreed.
- b. Appoint committee chairpersons and serve as an ex-officio member of all committees.
- c. Sign for bank withdrawals and expenditures of CFABC.
- d. Authorize spending up to \$500 of CFABC funds in an emergency without prior consent of the general board.
- e. Assist with preparation of the fiscal year budget.
- f. Maintain communication between the CFABC and the Cy-Falls athletic director or his/her designated representative.
- g. Be familiar with and conduct all business within the framework of the UIL guidelines for booster clubs.
- h. Perform any other duties deemed necessary.

#### **Vice President**

- a. Perform all duties of the president in his/her absence or at his/her request.
- b. Serve as chair or ex-officio member of committees as assigned by the president.
- c. Assist with the preparation of the fiscal year budget.
- d. Oversee an annual evaluation of the CFABC by-laws and update as necessary.
- e. Perform any other duties deemed necessary.

#### **Secretary**

- a. Keep minutes of all GMM, special, and general board meetings.
- b. Maintain a written file of the minutes, necessary back up materials, and current by-laws in the principal's office at Cy-Falls High School
- c. Maintain membership list, attendance records, and member contact information.

- d. Prepare agendas for both general board meetings and general membership meetings.
- e. Conduct such correspondence as is necessary
- f. Give meeting notices to general board members and general membership as is required in Art. XIII
- g. Distribute minutes to general membership following each meeting within 14 days of the meeting. Ensure minutes are shared on CFABC website.
- h. Perform any other duties deemed necessary.

#### Treasurer

- a. Receive all money collected by the CFABC and committees.
- b. Maintain a complete set of financial books following generally acceptable accounting practices.
- c. Sign as treasurer, with co-signature of president or vice president, on any expenditures or withdrawals of the CFABC funds.
- d. Present monthly financial statements to the Executive board.
- e. Present quarterly financial summaries at the general membership meetings.
- f. Submit the monthly and quarterly financial statements to the Cy-Falls High School principal's office.
- g. Oversee an annual, year-end financial audit.
- h. Present financial audit to general membership at the first meeting of the following fiscal year.
- i. Prepare, maintain, and submit all required federal and state tax filings.
- j. Maintain signature documentation at all necessary financial institutions.
- k. Assist in the preparation of the annual budget.
- l. Perform any other duties deemed necessary.

#### Web Admin

- a. Maintain website and technology for the CFABC.
- b. Ensure that web site, hardware and software are operating correctly.
- c. Design the website, generate and update web pages when needed.
- d. Maintain payment-processing software which includes Square and Paypal for boutique and online store.
- e. Admin for CFABC email accounts and all social media accounts.
- f. Assist all committees with any technology issues.
- g. Perform any other duties deemed necessary.

#### Boutique Chair

- a. In charge of all things concerning Boutique and Spirit item sales.
- b. Assist in the preparation of the annual boutique budget.
- c. Vote on all expenditures of the CFABC.
- d. Assist and participate in all CFABC fundraisers.
- e. Attend monthly general board meetings (2<sup>nd</sup> Monday of each month) and all General Membership Meetings (once per quarter).
- f. Perform any other duties deemed necessary.

#### Concessions Chair

- a. In charge of all things concerning Concessions.
- b. Assist in the preparation of the annual concessions budget.
- c. Vote on all expenditures of the CFABC.
- d. Assist and participate in all CFABC fundraisers.

- e. Attend monthly general board meetings (2<sup>nd</sup> Monday of each month) and all General Membership Meetings (once per quarter).
- f. Perform any other duties deemed necessary.

#### Concessions Co-Chair

- a. Works with the Concessions Chair about all things concerning Concessions.
- b. Assist in the preparation of the annual concessions budget.
- c. Vote on all expenditures of the CFABC.
- d. Assist and participate in all CFABC fundraisers.
- e. Attend monthly general board meetings (2<sup>nd</sup> Monday of each month) and all General Membership Meetings (once per quarter).
- f. Perform any other duties deemed necessary.

#### Fundraising Chair

- a. In charge of all things concerning Fundraising.
- b. Assist in the preparation of the annual fundraising budget.
- c. Vote on all expenditures of the CFABC.
- d. Assist and participate in all CFABC fundraisers.
- e. Attend monthly general board meetings (2<sup>nd</sup> Monday of each month) and all General Membership Meetings (once per quarter).
- f. Perform any other duties deemed necessary.

#### Membership Chair

- a. In charge of all things concerning Membership.
- b. Assist in the preparation of the annual membership budget.
- c. Vote on all expenditures of the CFABC.
- d. Assist and participate in all CFABC fundraisers.
- e. Attend monthly general board meetings (2<sup>nd</sup> Monday of each month) and all General Membership Meetings (once per quarter).
- f. Perform any other duties deemed necessary.

### **Article IX Administrative Liaison**

The athletic director/coordinator of the Cy-Falls athletics program, or coach appointed in his/her stead, will serve as an advisor to the CFABC. This administrator will be responsible for working collectively with all coaches and the CFABC.

### **Article X Members**

Each paid household is entitled to vote, one vote per household, on all business put to the general membership. Paid members may also nominate officers. Members are eligible to serve as CFABC committee chairs and committee members.

### **Article XI Committees**

Committees, both standing and ad hoc, will be established by the CFABC Executive board as needed. Committee chairs, the purpose of the committee, and duration will be determined by the Executive board. Board members are eligible to chair and serve on committees, although it

is preferable that non-board members serve as chairpersons. Committee chairpersons will recruit committee members, lead the committee, and report to the Executive board.

### **Article XII Budget**

A new budget must be approved by the general board by June 30 for the following year which begins July 1.

### **Article XIII Policies and Procedures**

The CFABC shall maintain a separate "Policies and Procedures Guidelines" document to detail the guidelines with respect to funding requests like state championship rings, including approval, disbursement, and financial aid criteria. This policy also covers proper money handling procedures and other areas of the CFABC. The "Policies and Procedures Guidelines" shall serve as a guide and may be changed or revoked by a decision of the Executive board.

### **Article XIV Meetings**

General board meetings:

- a. Board meetings shall be held on a date selected by the Executive Board at the beginning of their term.
- b. A quorum (six members) is necessary for any business to be conducted.
- c. Meetings shall be conducted following Roberts Rules of Order and adhering to the UIL guidelines.
- d. A majority vote is needed for approval of all pending business (except as defined in Art. XII(a)).
- e. Special meetings may be called by the president or at the request of two board members with seven (7) days' notice required.
- f. Meetings will be held at Cy-Falls High School unless notice given otherwise.

General membership meetings:

- a. General membership meetings will be conducted quarterly unless timely notice is given otherwise.
- b. Dates for the quarterly meetings will be proposed annually by the president at the last general membership meeting of the preceding year.
- c. The secretary will send notice of quarterly meetings not less than ten (10) days in advance.
- d. The meetings will be conducted following Roberts Rules of Order and adhering to UIL guidelines.
- e. Paid members will be eligible to speak and vote on all business presented to the general membership.
- f. Members present at the duly called meeting will constitute a quorum.
- g. Special meetings may be called by the president or at the request of two board members with ten (10) days' notice required to the general membership.
- h. Meetings will be held at Cy-Falls High School.

### **Article XV Adopting by-laws**

These by-laws were duly adopted by a majority vote at a regularly scheduled meeting of the CFABC general board on February 13, 2019.

### **Article XVI Amending by-laws**

The by-laws of the CFABC may be amended by a majority vote of the general board. Proposed amendments must be submitted in writing and distributed to all general board members at least seven (7) days in advance of the next regularly scheduled meeting. At a duly called meeting of the general board, attended by a quorum, a majority vote is required to amend the by-laws. All amendments must comply with the laws of the State of Texas, regulations of the Internal Revenue Code, and UIL guidelines and CFABC rules.

### **Article XVII O&D insurance**

The CFABC must purchase and maintain officer's insurance for members of the Executive board.

### **Article XVIII Dissolution of CFABC**

Upon dissolution of the CFABC, all 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 this state.

**Adoption of by-laws**

We, the undersigned, are the members of the Executive board of the Cypress Falls High School Athletic Booster Club and we consent to, and hereby adopt the foregoing by-laws, consisting of the preceding seven (7) pages, as the by-laws of this non-profit corporation.

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