

AMENDED CONSTITUTION AND BYLAWS
VISTA RIDGE HIGH SCHOOL NAVY JROTC
d/b/a LONE STAR COMPANY BOOSTER
CLUB Amended 8/06/2020

**ARTICLE I Name of
Organization**

The name of the organization shall be the Vista Ridge High School Navy JROTC Booster Club doing business as (d/b/a) Lone Star Company NJROTC Booster Club (referred to as the Booster Club).

**ARTICLE II Purpose and
Dissolution**

Section 1. The purpose of the organization is to support the Navy JROTC program based at Vista Ridge High School by maintaining the non-profit status for the High School Navy JROTC d/b/a Lone Star Company, filing required state sales tax, and annual income tax reports.

Section 2. The organization shall operate in accordance with established rules and policies of Vista Ridge High School, Leander Independent School District, the bylaws of the Booster Club and local, state, and federal laws applicable to nonprofit organizations.

Section 3: The Booster Club is established exclusively for charitable and educational purposes, 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 of 1954, as amended. The organization's purpose is to raise funds and volunteers for: property and services to be used by Lone Star company; charitable, civic and educational opportunities; and exercising other powers conferred by the laws of Texas on nonprofit corporations. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, directors, trustees, officers, or other private persons except that reasonable compensation be paid for services rendered to or for the organization affecting one or more of its purposes. No substantial part of activities of the organization shall be the carrying on of propoganda or other attempts to influence legislation and the organization shall not take part in or intervene in (including the publication or distribution of statements) any political campaign on behalf

of any candidate for public office notwithstanding any other provision of these Bylaws. The organization shall not carry on any activities not permitted: (a) by an organization exempt from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law); or (b) by organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

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Section 4. Upon dissolution of the organization, the Executive Board shall, after paying or making provisions for payment of all liabilities, dispose of all of the assets of the organization in such manner or to such other organizations organized or operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of The Internal Revenue Code of 1954, as amended, as a majority of the Executive Board shall determine. No member, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Booster Club.

ARTICLE III

Membership and Voting

Membership in the Booster Club shall be comprised of parent(s), family member(s) or guardian(s) of a cadet **or** former cadet in the Vista Ridge High School Navy JROTC d/b/a Lone Star Company who will uphold the policies of this Booster Club and agree to its Bylaws. A maximum of one membership shall be granted to each family unit.

Section 1: Rights and Responsibilities: The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Section 2: The members present at any general membership meeting of the organization, provided at least 10 members are present, will take action with a simple majority in the transaction of business. In the absence of 10 members, the members

may not take action. In that event, any matter brought before the membership, at the meeting at which a quorum is not present, shall be discussed and decided by the Executive Board.

Section 3: Meetings: There shall be at least one general annual meeting of the membership in April at which officers are elected. Additional business or special meetings may be held as determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board, at the call of the President or any of the three (3) Executive officers, with a 72-hour notice. A proposed agenda shall be sent to the general membership at least 72 hours in advance of all general Booster Club meetings.

Section 4: Voting: Each family unit, in good standing, of a currently enrolled Cadet in the Lone Star Company shall have the right to cast one vote on any matter at any general meeting. The decision of the majority of the voting members present at a meeting at which a quorum is established will be binding on the organization, unless provisions of these bylaws require a greater vote.

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Section 5: Proxy: No voting by proxy will be allowed.

Section 6. The fiscal year of the organization begins July 1 and ends June 30 of the following year.

Section 7. All questions of parliamentary procedure not provided for in the bylaws shall defer to Robert's Rules of Order.

ARTICLE IV

Officers

Section 1. Qualification. The Executive Board consists of the offices of President, Vice President, Secretary and Treasurer. Any member in good standing is eligible to serve on the Executive Board or Board of Directors. The Executive members shall vote on the business of the Booster Club, and if needed, a simple majority of the remainder of the board positions present at Board meetings. No Executive Board member shall hold two

offices.

The Board of Directors can consist of Finance Administrator, Parliamentarian, Communications Coordinator, Fundraising Coordinator, and Volunteer Coordinator; these positions may be vacant. A position may be created with a majority vote of the Executive Board.

Quorum. A quorum of the Executive Board shall be defined as at least three (3) Executive officers. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Board members is present at said meeting, a majority of the Board present may adjourn the meeting without further notice. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 2. Authority. The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the members and such other business as may be referred to it by the membership or the Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3. Compensation. No officer shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section 4. Officers. Officers shall be elected at the last general business meeting at the end of each season and will take office immediately. The Nominating Committee will

name a slate of officers and the floor will also be open for nominations. The officers will be elected by simple majority of the membership present. Vacancies of offices of unexpired terms shall be filled by appointment by a majority of the remaining officers.

Executive Board:

Duties of the officers shall include, but are not limited to, the

following:

The **President** along with the Secretary shall have custody of the Booster Club Bylaws of the organization. The President will automatically be an ex officio member of any and all committees. The President is responsible for the Booster Club's compliance of IRS rules. *According to LISD rules, no school district employee may hold this office.*

- Regularly meet with the designated district representative regarding booster activities;
- Preside at all meetings of the organization;
- Resolve problems in the membership;
- Regularly meet with the Treasurer of the organization to review the organization's financial position;
- Schedule annual audit of records or request an audit if the need should arise during the year;
- Approve fundraisers;
- Will have bank account access and check signing privileges.

The **Vice President** shall attend to any duty prescribed by the President as well as maintain a listing of members. In the event the President position is vacated during his or her term, the Vice President would assume the duties until such time a new President is nominated and elected. *According to LISD rules, no school district employee may hold this office.*

- Preside at meetings in the absence or inability of the president to serve;
- May have bank account access and check signing privileges;
- Oversee fundraising programs and ensure compliance with LISD guidelines;
- Perform administrative functions delegated by the president.

The **Secretary** shall keep an accurate record of all regular and special meetings; take care of the correspondence; maintain custody of the Booster Club Bylaws; provide consolidated member lists at meetings for voting purposes.

- Record, create and maintain the records of the minutes, approved bylaws, and any standing committee rules, current membership and committee listing;
- Record all business transacted at each meeting of the association as well as any executive board meetings in the prescribed format;
- Maintain records of attendance of each officer;
- Conduct and report on all correspondence on behalf of the organization;

- May have bank account access and check signing privileges if not an LISD employee;
- Keep records of Board member nominations for 10 years;

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- Other specific duties as outlined in the bylaws of the organization.

The **Treasurer** shall receive all funds and disburse those funds as approved by the Executive Board; keep an accurate account of all funds received and disbursed and submit a financial report at all scheduled meetings as well as financial reports to the Vista Ridge Senior Naval Science Instructor, oversee the collection and deposition of all money by means of receipt; keep complete ledger accounts of the finances, including data logging and properly classifying expenditures; be responsible for disbursement of funds and be custodian of the books, vouchers, and financial records of the organization. The Treasurer is responsible for ensuring the Booster Club's compliance to Section 501(c) (3) of the Internal Revenue Code of 1954 as amended.

The Treasurer, if deemed appropriate, has the right to place minimum accounting and other standards on the activity of the booster club in order for the LSC NJROTC to retain its 501(c) (3) status. *According to LISD rules, no school district employee may hold this office.*

- Serve as chairperson of the Budget and Finance Committee;
- Will have bank account access and check signing privileges;
- Issue a receipt for all monies received and deposit said amounts on at least a weekly basis (daily if receipts on hand exceed \$250);
- File a financial report with the office of the Executive Director of Business Services (or designee) by September 1 each year;
- Maintain an accurate and detailed account of all monies received and resolve any discrepancies with the bank immediately;
- File sales tax reports as required by the comptroller's office (monthly, quarterly or annually);
- File annual IRS form 990 in a timely manner;
- Submit records to audit committee appointed by the organization upon request or at the end of the fiscal year;
- Other specific duties as outlined in the bylaws of the organization.

Non-Executive Board (not needed for quorum):

The **Finance Administrator** shall manage all collection from lockbox on a minimum of a weekly basis, issue receipts, make deposits, complete receipts listing and tally and deposit summary forwarding originals to treasurer, and will report directly to the Treasurer. *According to LISD rules, no school district employee may hold this office.*

The Parliamentarian shall advise Executive Board and General Booster club on parliamentary practice and procedures, following LISD Guidelines and Roberts Rules, thus ensuring the booster club conducts business within said guidelines. Reports to Secretary.

The **Communications Coordinator** shall handle all social media communications; keep the Executive Board informed of all social media communications and direct member requests to appropriate staff members. Reports to Secretary.

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The **Volunteer/Membership Coordinator** shall maintain a listing of members and which members are qualified as Leander ISD volunteers; promote volunteering through the use of a volunteer coordinating website approved of by a majority of the Executive Board. Reports to Vice President.

The **Fundraising Coordinator** shall identify and develop suitable fundraising opportunities, new projects and funds; present information to the Executive Board regarding potential income and net proceeds, along with any contracts, and receive approval from a majority of the Executive Board prior to initiating any fundraising. This role MAY have bank account and check signing privileges. Reports to Vice President. *According to LISD rules, no school district employee may hold this office.*

All officers will sign at the beginning of each new term an acceptance and understanding of duties and will follow all applicable guidelines. The LISD acceptance of rules shall cover LSC Booster Club bylaws as well as LISD rules; the acceptance document can be found in the LISD Booster Club Guidelines and shall be submitted with the Booster Club Information Sheet located in the same document, as soon as the new Board assumes office or a new member joins the organization.

Each Officer position has the responsibility to report any potential violations with laws or regulations he/she becomes aware of including but not limited to LISD Guidelines at the individual booster club level to the Booster Club President and the Senior NSI. In the event either of those positions are compromised, officer will report to District Executive Board. Inability by any officer to perform may result in removal by a majority vote of the Executive Board. A direct violation civil or criminal will result in removal by a majority vote of the Executive Board if found guilty.

Section 5: Board Meetings: The Executive Board shall provide the time and place for all meetings of the Board. If an emergency meeting is needed, the Executive Board and Board can be called to meeting with 24 hours notice. “Emergency” is defined as: resignation or vacancy of an Executive position; dangerous situation or accident; legal actions involving the Booster Club or a Board Member; other immediate need situations as deemed “emergencies” by the President.

ARTICLE

V

Elections

Section 1. The Nominating Committee is formed from the organization’s membership each spring with oversight by the Executive Board. The Nominating Committee should be charged with soliciting recommendations for officer positions within the organization. The committee should then contact the potential candidate directly to ascertain their willingness and desire to serve. The Nominating Committee should report back to the membership on their results in the spring so the election may be held.

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Section 2. Officers shall be eligible for re-election to the same position not to exceed two (2) consecutive terms. A term runs concurrent with the fiscal year for the organization. Should any position not be filled during the election, the current officer may serve until a successor is qualified and elected by general membership.

Section 3. Any vacancy in an office occurring during the term of office may be filled by

appointment by a majority vote of the Executive Board **or** by special election by General Membership during any fiscal year or during any term.

Section 4. A candidate must be present when elected or have given previous consent to the Nominating Committee that they will accept the position if elected. A candidate must be the parent or guardian of a current or former cadet of the Vista Ridge High School Navy JROTC d/b/a Lone Star Company and an eligible member of the Booster Club per LISD Guidelines. All candidates must pass the LISD Volunteer Background Check for each year they hold office. Only one (1) family member may hold a position with access to financial resources.

Section 5. If LISD is restricting access to campus or for groups to meet for any reason, or if there is a local or state order for gathering restrictions, or if “stay home” orders are in place, the nomination and/or election can be conducted through electronic means. As long as individual voting results are limited to the Nominating Committee, one vote per family is counted and tied to the email address on file for that family unit, and the system is reasonably secure from outside interference, online voting will be allowed. If the restrictions for gatherings or stay home orders are not in place, no online voting will be permitted. Proxy voting is not allowed.

ARTICLE VI

Committees

Section 1. Committee chairs shall be appointed by a majority of the Executive Board. All committees shall be composed of a chairperson and a minimum of 2 other members. Committee chairs must present information to the Executive Board regarding budget requests, potential income and net proceeds, along with any contracts requiring signatures, and receive approval by a majority vote of the Executive Board prior to initiating any intake or disbursement of funds. Committee chairs that are not members of the Executive Board may only attend Executive Board meetings at the invitation of a majority of the Executive Board in order to make their presentations.

Section 2 Other committees, either standing or temporary, may be established by a majority vote of the Executive Board.

ARTICLE VII General Provisions/Finances

Section 1. Operating Funds. Operating funds shall be maintained in a local financial institution and an accounting of such funds shall be presented at all meetings.

Section 2. Annual Statement. The Executive Board shall present at each annual meeting, or when called by vote of the members at any meeting, a full and clear statement of the financial condition of the Booster Club.

Section 3. Group Exemption. This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist.

Section 4. Budget: The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Booster Club during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 5. Obligations: A majority of the Executive Board must authorize an officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Booster Club.

Section 6. Loans: No loans shall be made by the Booster Club to its officers or members.

Section 7. Banking: The Financial Administrator or Treasurer and one Board member shall deposit all funds of the Booster Club in the current Booster Club account at the financial institution (selected by a majority of the Executive Board or rolled over from the

previous year). Two Board members with banking privileges may make disbursements as authorized by a majority of the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment, or weekly. See the LISD Booster Club Guidelines for details.

Section 8. Financial controls: The Booster Club shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the Booster Club shall maintain separation of financial controls so that, minimally:

- a) All expenses must be approved by the membership by way of approval of an annual budget, or amendments, or be approved by separate resolution of a majority of the Executive Board;
- b) All checks, drafts, or other orders for the payment of money on behalf of the

Booster Club shall require two signatures and be signed by any person as authorized by written approval of a majority of the Executive Board.

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approval may be in the form of verifiable email communication by the Executive Board. All disbursements of funds, even under an approved and adopted budget, require approval by at least two (2) Board of Directors approval. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required." c) An officer without check signing authority designated by a majority of the Executive Board shall review all bank statements; and, d) A committee of at least two (2) persons without check signing authority designated by a majority of the Executive Board shall annually audit all of the Booster Club finances, or hire and supervise an outside accountant or auditing firm to conduct a review of the Booster Club's financial records as outlined in section 10.

Section 9. Financial Report: The Treasurer shall present a financial report at each membership meeting of the Booster Club and shall prepare a final report at the close of the year. The Executive Board shall have the report and the accounts examined annually. If the Booster Club grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two (2) or more board or voting members of the Booster Club who are not involved in the routine handling of the Booster Club's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the Booster Club grosses between \$100,000- \$200,000 in receipts, an

external professional, such as a Certified Public Accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 10. Fiscal Year: The fiscal year of the Booster Club shall be from July 1 to June 30 but may be changed by resolution of a majority of the Executive Board.

Section 11. Record retention: All records of the Booster Club shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained per LISD guidelines and standard legal requirements..

Record How to Store Period of Time Year-end Treasurer's financial report/statement
Store in a corporate record book.

Permanent

Treasurer's reports, periodic

Compile and file records on a yearly basis.

Three years. Store w/financial records. Destroy after three years. Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents

Compile file records on a yearly basis.

Seven years. Store w/financial records. Destroy after seven years.

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ARTICLE VIII

Conflicts of Interest

Section 1. Existence of Conflict, Disclosure: Directors, officers, employees and contractors of the Booster Club shall refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Booster Club. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member, or contractor competes or appears to compete with the interests of the Booster Club. If any such conflict of interest arises, the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is subject of the possible conflict.

ARTICLE IX

Indemnification

Every member of the Executive Board, officer or employee of the Booster Club may be indemnified by the Booster Club against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Booster Club, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Booster Club. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled. Limited to policy limits in force.

ARTICLE X Adoption & Amendments

Section 1. The original Constitution and Bylaws were duly adopted on October 2, 2010 by the Booster Club President and officers of the Booster Club and have been revised and/or adopted annually.

Section 2. Proposed amendments to these Bylaws may be submitted by any booster club member to the Executive Board after submitting prior written request and only at the invitation of a majority of the Executive Board. If approved by a majority of the Executive Board, a Bylaws Committee shall be formed and the proposal shall be submitted to the Bylaws Committee by the Executive Board.

Section 3. Any proposed amendment submitted to the Executive Board and approved shall be presented for consideration at a meeting of the Booster Club. Notice shall be provided to all booster club members in a timely manner prior to such meeting final vote by General Membership by simple majority, with at least 10 members present at meeting.

Section 4. The bylaws are maintained by the President and Secretary, therefore authority to adopt revisions and annual approval, with general membership vote as detailed in Section 3, lies with the Secretary, followed by the President in case of a vacancy of office.

Section 5. Amendments to the Articles of Incorporation. The Executive Board shall adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by a majority of the Executive Board, shall be again submitted for a vote at the next regular meeting of the Executive Board.

CERTIFICATE OF SECRETARY or PRESIDENT I certify that I am the duly elected and acting secretary or president of the **Vista Ridge High School Navy JROTC Booster Club doing business as Lone Star Company Booster Club** and these Bylaws constitute the Booster Club's Bylaws. The Bylaws were duly adopted at a meeting of the Executive Board held on Tuesday, September 8, 2020.

Dated: 9/08/2020

_ Authorized Representative

_ Title

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