

**AMENDED AND RESTATED BYLAWS  
OF  
WESTWOOD BASEBALL BOOSTERS INCORPORATED**

The purpose of Westwood Baseball Boosters Incorporated (hereinafter referred to as the “Club”) is as follows:

Subject to the provisions of Sections 2.002, 2.003, 2.010 and 22.051 of the Texas Business Organizations Code, the corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provision of any future United States tax law. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by officers and directors of the corporation and members of committees of the corporation, and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the corporation 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 Code or the corresponding provision of any future United States tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States tax law, including, but not limited to, providing support to improve the overall quality of the Westwood High School Baseball program.

The Club will provide encouragement and generate support for the baseball activities at Westwood High School. This Club is to be the only authorized booster club for baseball at Westwood High School.

Activities in which the Club will engage include, but will not be limited to the following:

1. Positive interaction between the Club, school officials, coaching staff, student body and the general public.
2. Pregame and postgame rallies, banquets and awards ceremonies.
3. Fundraising activities.
4. Communication of Westwood Baseball news to the various media.
5. Transportation of supporters to out of town events when necessary and feasible.
6. Communication of a positive image of the Westwood Baseball program to the community.
7. Working for the development of a constructive attitude by all students toward all levels of athletic endeavor.

All Club activities will be conducted in accordance with Round Rock Independent School District (“RRISD”) guidelines, University Interscholastic League (“UIL”) guidelines and Texas state laws.

## **ARTICLE I**

### **SECTION I – NAME**

The name of the corporation shall be the Westwood Baseball Boosters Incorporated. The corporation is a nonprofit corporation.

### **SECTION II – FISCAL YEAR AND BUSINESS YEAR**

The Fiscal and Business Year of the Club shall be June 1 to May 31.

### **SECTION III – MEMBERSHIP MEETINGS**

Membership meetings will be held a minimum of twice a year during the school year.

### **SECTION IV – NOTICES**

Notices for membership meetings will be published three days in advance of the meeting. The announcement will be published at Westwood High School, on the Internet and in various other places and/or periodicals as chosen by the officers to duly inform the members of the Club.

## **ARTICLE II**

### **SECTION I – MEMBERSHIP**

Membership of the Club will be made up of citizens and businesses interested in promoting greater interest in baseball as carried on by Westwood High School and the RRISD. Citizens and businesses may become members for one year by paying the Club’s annual dues. All members will be required to abide by the bylaws of the Club.

### **SECTION II – TYPES OF MEMBERSHIP**

All membership policies and options including dues and voting privileges shall be determined by the membership committee and approved by the Club officers.

## ARTICLE III

### SECTION I – BOARD OF DIRECTORS

The Board of Directors shall be made up of the following elected Club officers: President, Vice-President, Secretary and Treasurer.

### SECTION II – NOMINATION OF OFFICERS

The President will appoint a nominating committee each year. The nominating committee will solicit and select a set of candidates for election as officers and will present these candidates for election at the final membership meeting of the year (generally the end of season banquet). Only active Members, current in their dues, may be nominated for office. Any dues-paying member may also make other nominations from the floor at this time. Only one member of a family may serve as an officer at the same time (other than parents serving as co-chairs of the same office).

### SECTION III – OFFICERS' DUTIES

**The President** shall be the active head of the Club and chair all meetings. The President will develop the agenda for meetings if appropriate and otherwise act as spokesperson for the Club. The President shall not serve more than two consecutive terms of office.

**The Vice-President** will serve in the absence of the President. The Vice-President shall also perform any other duties deemed necessary by the Board of Directors.

**The Secretary** shall have the charge of the records of the Club and will handle all clerical matters. The Secretary shall also perform any other duties deemed necessary by the Board of Directors.

**The Treasurer** will be the financial liaison between the Club and Westwood High School. The Treasurer will oversee the collection and disbursement of all funds handled by the Club and will make a record of all financial transactions. The Treasurer will also insure that all of the financial rules and regulations pertaining to the Club are upheld. The Treasurer will present a financial report to the Board of Directors and membership at each meeting.

### SECTION IV – BOARD MEETINGS

The Board of Directors shall have a business meeting prior to each membership meeting and/or when deemed necessary by the President.

### SECTION V – TERMS

The term of office for each Club officer shall be one year, beginning September 1<sup>st</sup> and ending August 31<sup>st</sup>.

## SECTION VI – VACANCIES

In the event of a vacancy in any elected office except President, the President will appoint a replacement for that office. If the President should vacate his or her office, the Vice-President will assume the office of President and will appoint a replacement to the office of Vice-President. If the Vice-President is unwilling or unable to assume the role of President, the order of succession will then go to the Secretary and Treasurer, and the successor President shall appoint any required replacement officers.

## ARTICLE IV

### SECTION I — COMMITTEES

The President shall select a set of committees for each business year as needed, and will appoint a committee chairperson for each committee. Each committee chairperson shall appoint the members of their committee from the dues-paying membership of the Club. Each committee will carry out the duties of that committee as deemed necessary by the Club Officers.

Each committee is responsible for organizing programs and events in support of the Westwood Baseball Program. Each committee chairperson shall present the proposed program or event to the Club officers for approval. All activities are to be placed on the school calendar.

## ARTICLE V

### SECTION I — QUORUM FOR MEETINGS

A quorum for any Board of Directors meeting shall consist of three officers in attendance at the meeting.

A quorum for any membership meeting shall consist of at least ten percent (10%) of the dues-paying membership, which ten percent (10%) shall include at least three officers, in attendance at the meeting.

## ARTICLE VI

### SECTION I – ANNUAL BUDGET

The budget shall be developed by the President and the Treasurer with the input of the Board of Directors and/or any other source solicited by the President. Once approved by the Board of Directors, the budget shall be presented to the membership of the Club for ratification. The budget must be ratified by a two-thirds (2/3) vote of the membership present at a general meeting of the Club before any funds are disbursed.

All incidental expenditures which have not been budgeted and exceed One Thousand Five Hundred Dollars (\$1,500.00) must be approved by a majority of the members present at a

membership meeting of the Club. Either the President or Treasurer may approve expenses not in the approved budget that do not exceed One Thousand Five Hundred Dollars (\$1,500.00).

## SECTION 2 – Deposits, Gifts, Disbursements

**Deposits:** All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Treasurer or Board may select.

**Gifts:** The Board may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Club.

**Disbursements:** All disbursements shall be by check, credit or debit card. Signatories for bank accounts of the Club shall be the Treasurer and any other person designated by the Board.

**Distribution of Net Earnings Prohibited:** No part of the net earnings of the Club shall inure to the benefit of or be distributed to any of its officers, directors or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purposes.

## SECTION 3 – Audit Committee

At the end of the fiscal year, an audit of the Club's financial records shall be performed by an Audit Committee consisting of at least two individuals who are not involved in the day-to-day financial activities of the Club. The primary objectives of the audit shall be to: (i) verify the accuracy of the Treasurer's financial reports; (ii) ensure that the Club's cash balances are accurate; (iii) determine that established procedures for handling club funds have been followed; (iv) ensure that expenditures occurred in a manner consistent with the Club's bylaws; and (v) ensure that all revenues have been appropriately received and recorded.

# ARTICLE VII

## SECTION I – AMENDMENTS

These bylaws may be amended, wholly or in part, by the favorable vote of the majority of the dues-paying membership in attendance at any regular meeting.

These bylaws were amended and restated on \_\_\_\_\_, 2014, and will be effective \_\_\_\_\_, 2014.