

**BYLAWS  
XYZ HIGH SCHOOL BOOSTER CLUB, INC.**

**ARTICLE I**

- 1.1 **Name.** The name of this corporation is XYZ HIGH SCHOOL BOOSTER CLUB, INC. ("Corporation")

**ARTICLE II**

- 2.1 **Purposes.** The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The purpose or purposes for which the Corporation is organized are:
- a. To sponsor and promote a chemical free prom night for graduating seniors of XYZ High School;
  - b. To educate high school students and the public about the benefits to themselves and others of a chemical free celebration of prom night;
  - c. To solicit and disburse funds to be used to support the above purposes.

**ARTICLE III**

- 3.1 **Principal Office.** The principal office of the Corporation shall be located in Waco, McLennan County, Texas.
- 3.2 **Registered Office and Registered Agent.** The Corporation shall have and contiguously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE IV**

- 4.1 **Administration.** The Purposes of the Corporation shall be carried out through conferences, committees and projects. The Corporation shall not seek to direct the administrative activities of the school or to control their policies.
- 4.2 **Non-Commercial.** The Corporation shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of the Corporation or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Corporation.

**ARTICLE V**

- 5.1 **Membership.** The Corporation will have no members. The Corporation may, nevertheless, use the term "Members" to designate those persons having such privileges and status as the Board of Directors may determine.

5.2 Membership becomes automatic upon payment of dues. However, to have voting rights in the organization, the parent must have a student that is currently active in the program. Anyone else may be a member, but only as a volunteer without voting rights.

## ARTICLE VI

6.1 **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

6.2 **Number and Qualifications.** The Board of Directors shall consist of the individuals who hold the offices of President, Vice President, Treasurer and Secretary of the Corporation. Membership in the Board of Directors shall be held exclusively and indefinitely by the individuals holding such offices. The initial Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joe Smith	222 Some Road, Waco, TX 76777
Jane Doe	724 Aroad Avenue, Waco, TX 76777
John Black	345 Another Avenue, Waco, TX 76777
Mary Smithe	889 Deadend Road, Waco, TX 76777

6.3 **Duties.** The duties of the Board of Directors shall be to transact necessary business.

6.4 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.5 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

6.6 **Resolutions.** No resolutions may be adopted except by the Board of Directors.

6.7 **Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

## ARTICLE VII OFFICERS

7.1 **Officers.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Officers shall take office at the first regular meeting and serve for a term of one year or until their successors are installed.

7.2 **Designation of Officers.** The officers of the Corporation shall be elected annually at the first regular meeting. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

**7.3 Vacancies.** Vacancies occurring during the term of office shall be filled by the Board of Directors.

**7.4 President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Corporation, the Board of Directors, and shall be ex officio member of all committees. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**7.6 Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be the Chairman of the Fundraising Committee.

**7.7 Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall present a statement of account at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a report at the Spring and Fall meetings. The Treasurer's books shall be subject to audit annually by a committee of three members appointed by the President at the spring meeting. The Treasurer's books shall be closed by July 31 of the fiscal year (end of the fiscal year).

**7.8 Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**8.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into contract or execute and deliver any instrument in name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. All expenditures must be approved by the Board of Directors before they are made.

**8.2 Checks and Drafts.** All Checks, drafts, or orders for the payment of money, notes- or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as provided in these By-laws or as from time to time determined by the Board of Directors.

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

**8.4 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**8.5 Special Provision.** At the close of the fiscal year in 1999, the Corporation shall remit \$500 to next year's Project Prom. In all succeeding years, at the close of the fiscal year, the Corporation shall remit \$ 1,000 for use for the succeeding Project Prom.

**ARTICLE IX  
MISCELLANEOUS**

**9.1 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

**9.2 Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of August and end on the last day in July.

**ARTICLE X  
AMENDMENTS**

**10.1 Amendments.** These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the members present and voting, following notices of the proposed amendment at a previous regular or special meeting of the Board of Directors.

**ARTICLE XI  
RULES OF ORDER**

**11.1 Rules of Order.** Except as provided in these Bylaws, the rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation operation.

**ADOPTED**

IN WITNESS WHEREOF, we have hereunto set our hands this day and year shown below.

Dated:        /        /

\_\_\_\_\_  
Joe Smith

Dated: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

\_\_\_\_\_  
Jane Doe

Dated: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

\_\_\_\_\_  
Mary Smithe