

**Non-Profit Bylaws of
Cinco Ranch High School FFA Booster Club**

PREAMBLE

The following Bylaws shall be subject to, and governed by the Non-Profit Corporation Act of Texas and the Articles of Incorporation of Cinco Ranch High School FFA Booster Club. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Cinco Ranch High School FFA Booster Club, it shall then be these Bylaws, which shall be controlling.

ARTICLE I - Name

The legal name of the Non-Profit Organization shall be known as *Cinco Ranch High School FFA Booster Club, Incorporated*, and shall herein be referred to as the "Organization."

ARTICLE II - Purpose

The general purposes for which this Organization is formed are as follows:

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for the purposes of:

1. To contribute financial and moral support for those students involved in the approved Cinco Ranch FFA program. The Cinco Ranch FFA program is recognized by the Katy Independent School District as a part of its approved curricula, and is a member in good standing on the state and national level.
2. The Organization shall support, encourage, and advance the agricultural program and related activities and thereby cultivate wholesome school spirit, promote good sportsmanship, and the development personal character.
3. The Organization shall promote projects to improve the Cinco Ranch agricultural program.
4. Annually, the Cinco Ranch High School Agricultural team will appoint an ex-officio to act as primary contact with the Organization. The ex-officio will attend general meetings and act as official liaison between Katy ISD and the Organization.
5. The Organization shall ensure effective communication exists at all times between the ex-officio and the Organization.

6. The Organization shall not seek to influence or direct the technical activities or policies of the Cinco Ranch High School administration or of the Cinco Ranch High School officials who are charged with the responsibility of conducting the agricultural program of the schools of Katy ISD.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Texas and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE III – OFFICES

The principal office of the Organization shall be located at Cinco Ranch High School Agriculture Department, 23440 Cinco Ranch Blvd, Katy, Texas 77494.

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time or in the future.

ARTICLE IV – DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to a Cinco Ranch High School organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code. The beneficiary shall be determined by the Board of Directors at the time of dissolution. The beneficiary shall be determined by the Board of Directors at the time of dissolution.

ARTICLE V - FINANCES

The funds of the Organization shall be used to further the purpose expressed in Article II. Funds shall be disbursed by the Treasurer, President and or Secretary upon the approval of the Board of Directors by properly drawn up warrant upon the deposits of the Organization.

The President of the Organization shall have the authority to authorize expenditures up to one hundred (\$100.00) each month from the Organization's funds when it is not reasonable to call a special meeting of the Board. A report of these expenditures must be made at the next regular Board meeting.

All financial obligations of the Organization as proposed by the Agriculture Advisors will be presented to the Board by the ex-officio. This shall be provided at the May meeting, to facilitate budget planning of the Organization. The budget shall be voted upon at the June meeting. Budget amendments shall require a majority vote by the Board Officers. The expenditures of the Organization shall be but are not limited to traveling for competition teams, competition entry fees, officer training, awards and the scholarship program.

Scholarship Program

The Board of Directors of the Organization shall maintain no less than five (5) years of monies for the purpose of funding the scholarship program. The relative estimate of which should be approximately ten thousand (\$10,000) dollars calculated by four, five hundred dollar scholarships times five years.

4 x \$500 = \$2000 x 5 years = \$10,000.00

ARTICLE VI – MEMBERSHIP

The membership of the Organization will consist of any person having an active relationship with a Cinco Ranch High School FFA member or former member. This shall include but is not limited to: parents, grandparents, other family, legal guardian, foster parents/foster grandparents. Those persons shall be eligible for membership upon payment of the annual dues.

ARTICLE VII – BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the President and Officers, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Officers of the Board shall be seven (7) members. The number of any Board members may be increased or decreased by the affirmative vote of all of the then serving Board of Directors. All persons elected to the Board of Directors are required to maintain active membership in said Organization.

Chair Members

In addition to the Officers of the Board, individual(s) as the Board may deem advisable to elect shall be ***Chair Members***, which will have the same rights and obligations, **excluding voting power**, as the other directors. **Hospitality Chair(s)** as a permanent position will be elected as the other board members on an annual basis.

Board Compensation

The Board shall receive no compensation other than for approved, reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Nominating Committee shall consist of two Officers and the President of the Organization. The Nominating Committee will present nominations for new and renewing Board members in April. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by majority vote of all members of the booster club. The vote may take place electronically or in person.

Term of Board

All appointments to the Board shall be for a term of one year with the option of renewing. No person shall serve more than two consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to an additional term. No person shall serve more than six consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one year has passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three consecutive meetings of the Board of Directors, or a total of four meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or

- d) The failure of the directors, at any annual or other meeting of the Board at which director(s) are to be elected, to elect the full authorized number of directors.

The Board, by way of affirmative vote of a majority of the officers then currently in office, may remove any member at any regular or special meeting, provided that the director to be removed has been notified in writing (in the manner set forth in Article 7 – Meetings) that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of Organization, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the officers then in office, whether or not the number of officers then in office is less than a quorum, or by vote of a sole remaining officer. No reduction of the authorized number of members shall have the effect of removing any member before that member's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board Officers. Cause shall be defined as but not limited to:

1. Misappropriation of funds or property.
2. Stealing of funds or property.
3. Bribery of judges for any Show event.
4. Conviction of public drunkenness or lewdness.
5. Alcohol or drug abuse affecting the Organization.
6. Arrest for any felony.
7. Failure to perform duties as assigned.

Meetings

The Board of Directors regular meetings may be held at such time and place as shall be determined by the Board. Meetings are held monthly, with the exception of July. For continuity purposes the June meeting of the Board of Directors shall include both incoming and outgoing directors. All board meetings shall include: request for changes of minutes from most recent board meeting prior to filing, current financial report, reports

from officers and active committees, old and new business. The President of the Board may call a special meeting of the Board with one days' written notice provided to each member of the Board (as voting can be performed electronically and may not require physical attendance). The notice shall be served upon each Board member via hand delivery, regular mail, email, or text message. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, shared document or faxed within six days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors, the presence of five officers shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of officers and a vote results in a tie, then the vote of the President of the Board shall be the deciding vote. The act of the majority of the Board officers serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board officer shall only have one vote.

Proxy

Board officers shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE VIII – OFFICERS

Officers and Duties

The active membership shall elect officers of the Organization which shall include a President, a Vice President, a Vice President of Communication, a Vice President of Membership, a Vice President of Fundraising, a Secretary, a Treasurer. The same person may not hold more than one position concurrently. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The Board will be selected by the active membership, and shall serve the needs of the Organization, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any Board member that may be under any contract of employment, any Board member may be removed with cause by a two-thirds vote of the Officers of the Board. All Board members have the right to resign at any time by providing notice in writing to the President of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any Board position because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the Board members shall be fixed or determined by resolution of the Board of Directors.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board. The President of the Board is authorized to execute, in the name of the

Organization, any and all contracts or other documents, which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the President's signature must be provided. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President. Other duties will include the assistance of other board members and any duties as assigned.

Vice President-Communication

The VP-Communication shall be responsible for the dissemination of all Organization information. This shall include but is not limited to, updates in weekly Cinco Ranch e-news, good news, the website, remind, and promotional documents. Coordination of communication among the Organization members, including but not limited to schedules, polls and meetings in varying formats using assorted available technologies.

Vice President-Fundraising

The VP-Fundraising shall be responsible in the raising of monetary funds for the established use of the Organization including and limited by the mission of the Organization as set forth in Article 2- Purpose.

Vice President-Membership

The VP-Membership shall be responsible for the acquisition of new members of the Organization as well as the continuation of current members. This shall include but is not limited to the annual membership drive, promotion of Organization documents for feeder schools. It shall be the responsibility of the VP-Membership to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all members both current and a minimum of four years passed.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept secure by the Secretary currently in office of the Organization, and shall act as secretary at all meetings of the Board of Directors,

and shall keep the minutes of all such meetings on file in hard copy and electronic format.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, within seven (7) days upon receipt, all money and other valuables as may be designated by the Board of Directors. Which shall include all money and other valuables collected by any/all other members of the Board.

Furthermore, the Treasurer with President shall disburse, or cause to be disbursed, within seven (7) days upon Board approval, the funds of the Organization, as may be ordered by the Board of Directors, and shall render monthly or at Board meetings, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Organization a surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office.

ARTICLE IX – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the officers then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of one (1) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve on the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Board of Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) persons associated with Cinco Ranch FFA whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee

Pursuant to Article 9 - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of three directors, one of whom shall be the President and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9-Committee of Directors. The Secretary of the Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

ARTICLE X - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 10 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any

failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Texas Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than Zero% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest; the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the
- b) nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- c) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

ARTICLE XI – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President and Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such persons as the Board of Directors shall authorize to do so. (President and Treasurer)

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE XI – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent third party, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Texas Attorney General and members of the public for inspection no later than forty-five (45) days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within forty-five (45) days after the end of the fiscal year of the Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from the independent third party auditor, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE XIII – FISCAL YEAR

The fiscal year for this Organization shall end on May 31st.

ARTICLE XIV – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of two-thirds of the active general membership. Such action is authorized by a vote of the Cinco Ranch Booster Club General Membership which may take place at a meeting or electronically, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE XV – ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter an organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any organization instrument, however, shall not affect the validity of that instrument.

ARTICLE XVI – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time

shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on January 14, 2019, and that they have not been amended or modified since the above.

EXECUTED on this day of 14th January 2019 , in the County of Fort Bend in the State of Texas.

_____Jennifer Dawson_____
(Duly Elected Secretary)