

# PGA BOOSTER CLUB BYLAWS

## PEARLAND, TEXAS

### ARTICLE ONE

#### **Name**

The name of the Organization shall be PGA Booster Club, and its principal place of business shall be the city of Pearland, Brazoria County, Texas.

### ARTICLE TWO

#### **Purpose**

The purpose of the Organization shall be to promote Gymnastics by supporting and developing amateur athletes for national or international competition. The Organization shall encourage participation in competitive Gymnastics and will support competing in USA Gymnastics sponsored meets at the local, state, regional, national and international level. Pearland Gymnastics Academy Booster Club (PGA BC hereafter) admits persons of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to all members of the Organization. PGA BC will not discriminate on the basis of race, color, national or ethnic origin in administration of any of its policies. The Organization may make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, *as amended*. It shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) or by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.

### ARTICLE THREE

#### **Program**

Section 1: Fundraising. The Organization shall conduct not less than one fundraising activity in each competitive year, but may conduct more than one fundraising activity, provided that, in the judgment of the Board of Directors, it is expedient to do so. The Board of Directors shall fix the time, place and nature of the activity. Net profits from the fundraiser shall belong solely to the Organization for use in accordance with the by-laws and under section 501(c)(3) of the Internal Revenue Code of 1954, *as amended*.

Section 2: Competitive Meets. If, in the judgment of the Board of Directors and the Head Coaches of the PGA Teams, it is expedient to do so, the Organization shall aid and assist in hosting not less than one competitive meet held by Pearland Gymnastics Academy (PGA hereafter) in each competitive year, and may aid and assist in hosting more than one meet. The Head Coaches of the PGA Teams shall fix the time and place of the meet. In the event that extraordinary circumstances prevent the holding of any meet within any calendar year, then at the discretion of the Board the meet may be cancelled. A percentage of the net profits from any competitive meet in which the Organization assists shall be paid to the Organization upon approval of the Head Coaches. The percentage paid to the Organization will be set by the Board President in consultation with the Vice President, Secretary, and Treasurer of the Organization on an annual basis.

## **ARTICLE FOUR**

### **Membership**

- Section 1: Membership. Any persons interested in the development and promotion of youth gymnastics at PGA, especially persons with children on a developmental or competitive team at PGA, and Elite gymnasts on a competitive team at PGA, shall be eligible to become a member of the Organization upon the acceptance and approval thereof by the Board of Directors of the Organization. The Board of Directors shall fix the conditions of membership and the classification of membership. Membership in the Organization shall be termed for one year, from June 1 to May 31.
- Section 2: Membership Fees. The Board of Directors may determine from time to time the amount of the Membership Fee, if any, payable to the Organization by members of the Organization, and the date upon which such fees are due.
- Section 3: Termination of Membership. Membership is automatically terminated at the end of each membership year as defined in Article 4, Section 1. The Board of Directors shall have the authority to, at any time and for any reason, expel any member by majority vote of the Directors. Upon termination of a member, the Board shall refund said member's pro-rata share of membership dues within thirty (30) days of termination. Should a member choose to voluntarily withdraw from the Organization before the end of the membership year, any amount accrued on said member's behalf shall remain in the PGA BC General Fund for use by the Organization.

## **ARTICLE FIVE**

### **Membership Meetings**

- Section 1: Meeting. The annual meeting of the membership shall be held in May of each year, unless such meeting be postponed for cause by majority vote of the Board of Directors. The Board of Directors may call special meetings at any time upon the giving of at least seven (7) days and no more than thirty (30) days' notice to the members. An agenda shall be made available at least seven (7) days prior to the scheduled meeting date.
- Section 2: Voting. Each member shall be entitled to one (1) vote, which shall be exercised and cast in accordance with the provisions of these bylaws. One family unit comprises one member, and the family will designate one person who will have the right to exercise the unit's voting rights. Any motion shall be passed by a majority vote.
- Section 3: Transfer. Membership is not transferable, and any attempt to make a prohibited transfer not complying with these bylaws shall be cause for loss of voting privileges.
- Section 4: Suspension. A member's voting rights shall be automatically suspended should any member become 30 days delinquent in payment of fees or other receivables. The suspension shall remain in effect until such time as the delinquency, including applicable late fees and accrued interest, if any, is brought current.
- Section 5: Proxies. Each member entitled to vote may do so either in person or by submission of a properly signed and executed proxy submitted to the Secretary at least 72 hours prior to the commencement of the meeting at which the proxy is to be exercised. Every proxy shall be revocable by the person granting it by announcing its revocation to the Secretary of the meeting at which it would otherwise be exercised prior to the introduction of proxies by the President.

Section 6: Quorum. One-fourth of the members in good standing shall constitute a quorum for the conducting of business at regular or special meeting of members. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section 7: Parliamentary Procedure. The meetings of the Organization shall be conducted according to accepted parliamentary procedure as set out in Roberts Rules of Order. The President shall preside at all meetings of the membership, or in his/her absence, the Vice-President shall preside. In the event none of the foregoing officers are present, any action taken at any meeting presided over by a member designated by the membership present, shall be as fully valid as if presided over by any of the foregoing officers.

## **ARTICLE SIX**

### **Board of Directors**

Section 1: Number. The Board of Directors shall consist of at least three (3) and not more than seven (7) members. The Board of Directors shall consist of a President, Vice-President, Secretary / Communications, Treasurer, and Fundraiser Coordinator. Any two or more offices may be held by the same person, except the offices of President and Secretary. Additional Board members, if any, shall serve as Members-at-Large. No person employed in any capacity by PGA may hold a position on the Board of Directors. The number of Directors may be decreased or increased at any time with consent of the majority of the Board of Directors.

Section 2: Terms. The Directors named in the articles of incorporation as the first Board of Directors will hold office effective of the date of approval of the bylaws. Terms shall expire according to the following schedule:

President shall expire in even numbered years  
Vice-President shall expire in odd numbered years  
Secretary shall expire in even numbered years  
Treasurer shall expire in odd numbered years  
Fundraiser Coordinator shall expire in even numbered years  
Member-at-Large (if any) shall expire at the end of every membership year

Section 3: Liability. The directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

Section 4: Indemnification. The Organization shall indemnify any present or former Director, officer of the Organization, or any other properly appointed/elected committee member, against all expenses or costs actually and necessarily incurred in connection with the defense of any action, suit or proceeding to which he or she is made a party by reason of being or having been a Director, Officer or committee member. The indemnification herein provided shall also cover expenditures incurred in good faith in anticipation of or in preparation for threatened or proposed litigation. It shall also cover good faith settlement of any action, suit or proceeding, whether formally instituted or not, so long as such settlement is approved by the Board of Directors. No indemnification shall be authorized for anyone adjudicated to be liable for gross negligence or misconduct in the performance of his or her organizational duties. The indemnification herein provided shall not be deemed exclusive or any other

rights to which any Director or officer may be otherwise entitled under any bylaw, agreement, vote of members otherwise.

Section 5: Removal. Any Director may be removed, with or without cause, by a majority vote of the Directors at a regular or special meeting of the Board. Any such removal will be without prejudice to the contract rights, if any, of the Director so removed.

Any Director may resign at any time by submitting a written statement to that effect to the remaining Directors. Unless otherwise specified in the notice, resignation of a Director shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. The remaining term of the resigned Director shall be filled in accordance with Article 6, Section 6I.

Section 6: Vacancies. Vacancies in the Board, whether caused by removal, resignation, death, or any other reason, shall be filled by appointment of the President within 30 days, or, if the vacancy is the President, the affirmative vote of the remaining Directors, even though less than a quorum of the Board, or by a sole remaining Director. Any person appointed or elected to fill the vacancy of a Director will have the same qualifications as were required of the Director whose office was vacated. The successor shall hold office for the unexpired term to which such vacancy occurred.

Section 7: Powers. The Board of Directors shall control and manage the affairs and the funds of the Organization. The Board may not make an assessment upon the members without their consent expressed by majority vote (as outlined in Article 5) at any annual or special meeting of members. The Board may from time to time adopt such rules and regulations respecting the management of the affairs of such Organization, as shall be best suited in the judgment of the Board of Directors, for accomplishing the purpose of the Organization.

## **ARTICLE SEVEN**

### **Duties of Officers**

#### **President:**

1. Conduct meetings of the membership and of the Board as well as other special meetings as needed
2. Schedule meetings and coordinate logistics with PGA staff
3. Ensure plans developed by the Board and the membership are executed in a timely and effective manner
4. Execute contracts on behalf of the membership or the Board, as needed
5. Work with Treasurer and PGA Head Coach(es) to develop, before the start of each season, a comprehensive estimate of the Organization's annual income and expenditures
6. Act as Board liaison with PGA Head Coach(es) to ensure compliance with USA Gymnastics developments and to promote the best interests of the team(s) as a whole
7. Represent PGA BC as required
8. Co-sign checks with Treasurer as deemed necessary by the Board
9. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
10. Other duties as needed and decided upon by the Board

#### **Vice-President:**

1. Act as President during periods of absence by the elected President in accordance with the bylaws
2. Assist President in all PGA BC matters, including the conducting of Board meetings and other events as required
3. Assemble a two-person audit committee of non-Board members to review PGA BC accounts and prepare a report for the Annual Meeting
4. Represent PGA BC along with Fundraising Coordinator at corporate functions, as required

5. Ensure the timely execution of duties by the various committee chairpersons
6. Assist with motivating and recruiting volunteers
7. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
8. Other duties as needed and decided upon by the Board

Secretary / Communications:

1. Take minutes of each meeting of the Membership and each meeting of the Board of Directors, and communicate them to the members; in the event that the Secretary cannot attend a meeting, another Director will be appointed to take minutes
2. Keep a current, detailed record of all PGA BC members, made available as needed to the membership and Board of Directors
3. Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation
4. Assists in building sign-up lists of volunteers and checklists of action items for all committee chairmen
5. Send out communication correspondence to membership
6. Maintain all communication and media channels on behalf of PGA BC
7. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
8. Other duties as needed and decided upon by the Board

Treasurer:

1. Administer all payments and purchases made on behalf of PGA BC, as deemed necessary by the Board, including state fees, IRS payments, fundraiser purchases, regular operating expenses, and professional fees, as needed
2. Write and co-sign all checks with President as deemed necessary by the Board
3. Maintain records of invoices and details of payments and purchases made on behalf of PGA BC as needed
4. Maintain a detailed record of all deposits made on behalf of PGA BC
5. Reconcile booster club accounts monthly
6. Maintain booster club payment method systems (reordering checks, debit card, Square reader, etc.)
7. Provide a financial report for Membership meetings and Board meetings
8. Maintain a record of membership fee payments, if any
9. Work with President and PGA Head Coach(es) to develop, before the start of each season, a comprehensive estimate of the year's income and expenditures
10. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
11. Other duties as needed and decided upon by the Board

Fundraiser Coordinator:

1. Oversee all fundraisers, including the recruitment of volunteers for individual fundraiser committee(s)
2. Work with fundraiser committee chair(s) in developing strategic fundraising plans (including creating appropriate timelines, to-do lists, creating sub-committees as needed to assist in action items, etc.)
3. Ensure that fundraising plans are executed by the fundraiser committee(s) in a timely and effective manner to meet the fundraising goals of PGA BC
4. Develop and maintain a Fundraiser Handbook
5. Represent PGA BC along with Vice-President at corporate functions, as required
6. Collect or create reports from fundraiser committee(s) to present to the Board and Membership as needed
7. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
8. Other duties as needed and decided upon by the Board

Members at large:

1. Chair committees as needed
2. Act as liaison between the Board and team parents

3. Ensure PGA BC is in compliance with the bylaws and any other documented policies or procedures of PGA BC
4. Other duties as needed and decided upon by the Board

## **ARTICLE EIGHT**

### **Nomination and Election Process**

- Section 1: **Nominations.** The manner of soliciting and determining nominations shall be established by the Board of Directors. Only members in good standing may be nominated for a position on the Board of Directors. Husband and wife members of the Organization shall each be eligible for nomination to the Board of Directors, but both shall not be elected to or serve on the Board at the same time.
- Section 2: **Elections.** Board positions shall be filled by election by the general membership at the Annual Meeting. Voting will be by closed ballot. A Director shall be elected by a majority of votes cast by members present who are eligible to vote and official proxies properly received in accordance with these bylaws. Officers will begin to serve at the beginning of the membership year.
- Section 3: **Removal.** Any Director may be removed, with or without cause, by a majority vote of the membership at a regular or special meeting of the membership. Any such removal will be without prejudice to the contract rights, if any, of the Director so removed.

## **ARTICLE NINE**

### **Board of Directors Meetings**

- Section 1: **Meetings.** The Board of Directors shall meet when called by the President and notice of such meeting shall be given at least seven (7) days in advance of the called date. The meetings may be held at any time or place designated in the call.
- Section 2: **Special Meetings.** A special meeting of the Board may be called by the President, as the President deems necessary, or if so requested by 2 members of the Board of Directors. In such event, 72 hours' notice to each director will be deemed sufficient.
- Section 3: **Electronic meetings.** An electronic meeting of the Board may be called by any member of the Board at any time. A meeting conducted electronically does not require prior notice, and participation in such meeting constitutes consent thereto. For the purposes of electronic meetings, "participation" means acknowledgement of receipt of the initiating electronic communication. Voting, if any, shall not take place prior to 72 hours from the start of the electronic communication, or when a unanimous decision is made by all members of the Board, whichever comes first.
- Section 4: **Quorum.** Two-thirds of the members of the Board shall constitute a quorum for the conducting of business at regular, special, or electronic meetings.
- Section 5: **Voting.** A motion shall pass by a two-thirds vote of the members of the Board.
- Section 6: **Parliamentary Procedure.** The meetings of the Board shall be conducted according to accepted parliamentary procedure as set out in Roberts Rules of Order. The President shall preside at all meetings of the membership, or in his/her absence, the Vice-President shall preside. In the event none of the foregoing officers are present, any action taken at any meeting presided over by a member designated by the membership present, shall be as fully valid as if presided over by any of the foregoing officers.

## **ARTICLE TEN**

### **Miscellaneous**

Section 1: Books and Records. The corporation will prepare and maintain correct and complete books and records of accounts and will also keep minutes of the meetings of its members, Board of directors, and committees, and will keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 2: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

No officer or member of the Board of Directors shall enter into any contract with the Organization in which the interest of such individual and that of the Organization may conflict, unless such contract be approved by vote of at least two-thirds of the members of the Board of Directors present at any meeting at which a quorum is present.

No officer or member of the Organization shall draw any salary or receive any compensation from the Organization by reason of services rendered as an officer or member of the Organization.

Section 3: Committees. The President shall appoint all committees and a chairperson to head each committee. The President of the Organization shall be an ex-officio member of all committees. The President shall appoint the committees after assuming office. Committees shall be terminated by the President upon the completion of their responsibilities. Any vacancy occurring in a committee shall be filled by the committee chairperson, or in the case of a vacancy in the committee chair, by the President. The committees shall report to the President. All committee persons must be members in good standing of the Organization.

## **ARTICLE ELEVEN**

### **Changes and Amendments**

These bylaws may be altered, changed, added to, or amended at any regular or special meeting of the Board of Directors.

## **ARTICLE TWELVE**

### **Funds**

Section 1: Fiscal Year. The fiscal year of this Organization shall commence on June 1 and end on May 31 of each year.

Section 2: General Fund. The general funds of the Organization shall come from expense reimbursements, interest, contributions, and fundraising activities. The general fund shall be used, if required, for the normal monthly operating expenses of the Organization in accordance with the annual budget. No member may remove or withdraw any money for personal use.

Section 3: Fundraisers. Fundraisers shall be set by the Board in accordance with Article 3, Section 1. The profits of any fundraiser shall be split on a 20/80 scale. 20% of funds earned will be put into the general fund, the use of which is outlined in Article XIV, Section II. The remaining 80% shall be equally distributed to each team athlete at PGA whose family is a member of the Booster Club in good standing.

### **ARTICLE THIRTEEN**

#### **Entropy**

In the event that PGA BC ceases to act within the confines of these bylaws and eventually ceases to exist, the assets contained within the Organization, be they however small, may be directed or donated to a non-profit organization. It is the President's obligation to the members of the Organization to enforce this direction.