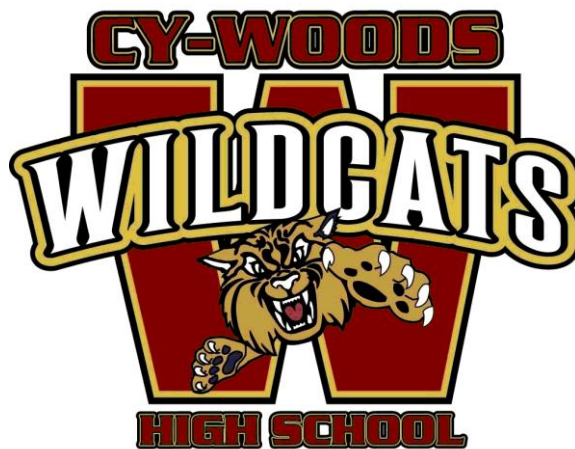


BY-LAWS
of the
CY-WOODS HIGH SCHOOL
ATHLETIC BOOSTER CLUB



Established & Approved
July 21, 2006

(First Amendment: March 19, 2007)

(Second Amendment: May 23, 2007)

(Third Amendment: April 7, 2008)

(Fourth Amendment: July 1, 2008 – Filed w/Secretary of State of Texas –
Newly Elected Board Members to Serve 2008-2010 Term)

**BY-LAWS
of the
CY-WOODS HIGH SCHOOL ATHLETIC BOOSTER CLUB**

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By-Laws of the Cy-Woods Athletic Booster Club

ARTICLE I – NAME

The name of this organization shall be Cy-Woods Athletic Booster Club, hereinafter referred to as “CWABC.”

ARTICLE II – PURPOSE

The purpose of the CWABC is to promote all athletic programs at Cy-Woods High School in an atmosphere that is consistent with the educational philosophy of the school community. Said organization is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

ARTICLE III – OBJECTIVES

The objectives of the CWABC are as follows:

- (a) To develop an organization with an active and involved membership that is concerned with the total athletic program and all of its participants regardless of sex, race, socio-economic status or chosen sports activity.
- (b) To promote school spirit and sportsmanship and encourage attendance at all Cy-Woods’ athletic events.
- (c) To encourage and support the academic endeavors of Cy-Woods’ student athletes.
- (d) To provide supplementary financial support for the various athletic activities at Cy-Woods High School.
- (e) To aid the coaching staff in organizing and staging special events and projects.
- (f) To aid and support the school staff in the areas of sports promotion, publicity, and program development.
- (g) To fund scholarships to chosen graduating senior athletes.

ARTICLE IV –TYPE OF ASSISTANCE

- (a) To assist financially in purchasing equipment and supplies for all of the sports’ programs at Cy-Woods High School.

Method: The Athletic Director shall present an official list of “prioritized” items in numerical order to the CWABC Executive Board for purchase of such items by the CWABC. Said list has been pre-determined by the Athletic Director per specific requirements from the Cy-Woods Athletic Department Coaches and will not be deviated from.

- (b) To assist in fundraising, the sale of spirit items, supplying items for concession, and funding events for all athletic programs.
- (c) All projects must be approved by the CWABC.

ARTICLE V – NON-PROFIT STATUS

Notwithstanding any other provisions of these By-Laws, the CWABC shall carry out activities permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VI – MEMBERSHIP AND DUES

Any person interested in the purpose and objectives of this organization may become a member upon payment of dues.

- (a) Annual dues shall be \$25 per family or for an individual.
- (b) Annual dues shall be payable during the CWABC's fiscal year, beginning July 1 and ending June 30.

ARTICLE VII – OFFICERS AND THEIR ELECTION

The Executive Board of the CWABC shall consist of the following officers: Secretary, Treasurer, and ten Executive Board members. The Cy-Woods High School Athletic Director shall be on the CWABC Board as the representative of the coaches and athletes. The Athletic Director shall be the liaison between the CWABC Board and the Administration. There shall also be appointed, at-large, members whose responsibilities will include chairperson of each Standing Committee.

- (a) Nominations and Elections: The officers shall be elected by a majority of the voting membership present at the Annual Business Meeting.

Process: At the March General Membership Meeting, the Executive Board shall appoint an Officer Nominating Committee consisting of three (3) active members of the CWABC and one (1) Executive Board Member. At the April meeting, this Committee will present a slate of nominees to be voted upon at the May Annual Business Meeting. Nominations will be accepted at this time if the nominee expresses a desire to serve, if elected. The Officer Nominating Committee will conduct the election by written ballot at the May Annual Business Meeting. Newly elected members will assume duties on July 1 of each year. Any retiring officers can serve as ex-office advisors for one year, if asked.

- (b) Term of office: A term is two fiscal years, each year beginning July 1 and ending June 30. An individual may not serve in the same office for more than two consecutive terms, unless a motion is made and a vote taken, that it is in the best interest of the CWABC to make a specific exception. Such a vote shall be required prior to placing said officer's name into nomination.
- (c) Vacancy: The Executive Board shall appoint any officer vacancy and any standing committee chairperson vacancy. A vacancy shall be filled by a majority vote of the Executive Board at their first meeting after the vacancy occurs.
- (d) Qualifications: A candidate for office must be a current member of the CWABC. All officers must be at least twenty-one (21) years of age before the elections. No person may hold more than one elected office at any time. No person may be nominated or hold any office in the CWABC if that person is on the staff, whether paid or voluntary, of any professional sports organization, as all Executive Board meetings must maintain standards of confidentiality for the best interest of the CWABC.

ARTICLE VIII – DUTIES OF OFFICERS

- (a) Executive Board: The Executive Board shall preside at all meetings; appoint standing committee chairpersons; appoint and/or dissolve all other committees as required; serve as ex-officio member of all committees; act as representatives of the CWABC with administrations of the school, school district and other related organizations; approve the recommendations of all Committees and shall have ultimate responsibility for the actions of these committees; set the time and date of General Membership Meetings and give members timely notification; approve goals and budget targets annually; can approve emergency expenditures outside the budget in amounts not to exceed \$250; be responsible for an annual review of the By-laws, recommending revisions as deemed appropriate; and may perform other duties pertaining to said office.
- (b) Secretary: The Secretary shall keep a record of all the proceedings of the General Membership Meetings of the CWABC, conduct general correspondence and notify members of meetings. All minutes of the decisions made in these Meetings should go out to the general membership each month, and an official copy kept in the Athletic Director's office.
- (c) Treasurer: The Treasurer shall maintain a complete set of books of account in accordance with generally accepted accounting principles and practices. Expenditures in excess of budgeted amounts will not be expended without the Executive Board approval. The Treasurer shall make disbursements from the teams' encumbered funds and the general fund, and shall pay expenses approved by the Executive Board and shall secure proper vouchers thereof and shall receive and deposit moneys of the CWABC in the CWABC's checking and/or savings account. Monthly financial statements shall be prepared by the Treasurer and presented for approval by the Executive Board at each monthly General Membership Meeting.

The Treasurer will be required to keep current and accurate ledgers showing all financial transactions of the CWABC. At the end of the term the outgoing Treasurer will be responsible for completing any tax returns or filings that may be required by any local, state or federal authority. At the request of the Executive Board the Treasurer will provide to an independent accountant all books and records necessary for an audit.

Any and all requests for the CWABC to purchase athletic equipment or supplies and provide them to the Cy-Woods High School Athletic Department must first be reviewed and approved by the Athletic Director. Coaches with requests should present signed bids to the Athletic Director.

The signatures of the Secretary, Treasurer and one Executive Board member are to be maintained on file at the financial institutions where accounts are maintained. All accounts shall require two (2) signatures.

ARTICLE IX – STANDING COMMITTEES

Standing Committees are those required to function throughout the year. Chairpersons shall be appointed by the Executive Board and are required to attend all General Membership Meetings. Chairpersons are required to obtain approval on all projects from the Executive Board. Their term of office shall be the same as that of the Executive Board members. Such committees may include, but not be limited to, all sports' programs, newsletters, concessions, fundraising, banquets, etc. Standing Committee Chairpersons shall recruit as many members as necessary to discharge the responsibility of the Committee. The Chairperson shall also keep a file of the year's proceedings, for turnover to his/her successor.

ARTICLE X – TEAM REPRESENTATIVES

Each individual sport shall have a Team Representative. That Team Representative is required to attend all General Membership Meetings. Team Representatives shall disseminate information from the General Membership Meeting to the Head Coach of each sport, athletes, and parents. Each Team Representative is responsible to contribute to projects and fundraising activities as called upon.

ARTICLE XI – RESIGNATION OF MEMBERS

Any member may resign by notifying the Executive Board of the CWABC. Such resignation shall become effective upon receipt, without the necessity of acceptance.

ARTICLE XII - EXPULSION AND SUSPENSION OF OFFICERS AND MEMBERS

Any officer, chairperson, team representative, or member of the CWABC may be expelled or suspended from membership for conduct detrimental to the name or welfare of the CWABC, such expulsion or suspension working a vacancy in any office then held by such a member. Written charges shall be filed with the Executive Board and signed by a member or members of the Executive Board whereby a special meeting shall be set at which time the accused person shall have the opportunity to be heard in person and if said meeting is waived by that person the Executive Board must vote in favor of expulsion or suspension by a 2/3 vote of the members thereof to make such action effective. The expelled or suspended member shall have the right to appeal such decision to the CWABC as a whole and upon demand of such member make within ten days after notice of the vote of the Executive Board. If the action of the Executive Board is not sustained the accused shall be restored to all rights and privileges of membership. The accused shall have no vote at such general meeting but shall be given the opportunity to be heard in his own defense or be representative and the Executive Board may present such evidence as it sees fit in support of its actions.

Any officer of the CWABC may be suspended or expelled from his office for any of the following reasons: three (3) unexcused absences from CWABC meetings held during each fiscal year; neglect of duties pertaining to his or her office or for conduct detrimental to the name or welfare of the CWABC. The suspension or expulsion will work a vacancy in any such office. The procedures for such suspension or expulsion are identical to those set forth in Article XI hereof.

ARTICLE XIII – MEETINGS

The Annual Business Meeting of the CWABC shall be held at the May General Membership Meeting unless otherwise specified by the Executive Board.

General Membership Meetings shall be held quarterly as follows: 1Q Meeting-first Monday in August; 2Q Meeting-first Monday in November; 3Q Meeting-first Monday in February; 4Q Meeting-first Monday in May. Additional meetings and or changes in meeting times can occur with at least seven (7) days advance notice to members. Any member may request a special General Membership Meeting by presenting a petition signed by twenty (20) members to the Executive Board. Members will be notified of special meeting dates and locations at least fourteen (14) days in advance of such meeting.

The Executive Board of the CWABC may call special meetings of Executive Board Members only, whenever necessary, and if circumstances warrant. Any Executive Board Member may request such a meeting and must give seven (7) days advance notice of such meeting to fellow Board Members.

ARTICLE XIV – FINANCES

No part of the net earnings of the CWABC shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Cy-Woods Athletic Booster Club shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XV – SCHOLARSHIPS

- (a) Scholarships will be given to a deserving athlete provided funds are available. The scholarships will be awarded by the Cy-Woods Athletic Booster Club Scholarship Committee.
- (b) Scholarships are based on the following (NCAA minimum requirements):
 - A 2.0 (on a 4.0 scale) GPA in a 14-core course program
 - SAT score 820 and/or ACT score 68
 - At least three years participation in athletics and at least senior year at the varsity level
 - Family is a member of the CWABC

ARTICLE XVI – VOTING

Only due-paying members will be eligible to vote with one vote per membership (membership includes family or an individual).

ARTICLE XVII – CODE OF ETHICS

- (a) All members and officers will follow the current UIL guidelines in all CWABC activities.
- (b) All members and officers will follow the current Cypress Fairbanks Independent School District guidelines in all CWABC activities.
- (c) The CWABC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.
- (d) The CWABC shall not carry on any other activities not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this organization.
- (e) No substantial part of the activities of the Cy-Woods Athletic Booster Club shall be the carrying of propaganda or otherwise attempting to influence legislation and the Cy-Woods Athletic Booster Club shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XVIII – AMENDMENT OF THESE BY-LAWS

Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to the Annual Business Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual Business Meeting. Amendments may be adopted at the Annual Business Meeting by a 2/3 majority of those members voting, a quorum being present.

It is hereby understood and agreed that the Cy-Woods Athletic Booster Club is organized and operated under the provisions of this Constitution and By-laws unless and until amended or rescinded in writing.

ARTICLE XXIV – DISSOLUTION OF CWABC

Upon the dissolution of the CWABC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTION OF BY-LAWS:

These By-laws were duly adopted by a majority vote of the Executive Board, in attendance, at a regularly scheduled Executive Board Meeting of the Cy-Woods High School Athletic Booster Club on the 1st day of July in the year 2008.

ATTESTED:

David Jones, Athletic Director Date (Printed Name)

Holly Hand, Secretary Date (Printed Name)

Kay W. Barcus, Treasurer Date (Printed Name)

Todd Hopwood, Membership Date (Printed Name)

Tim Matthews, Webmaster/Communications Date (Printed Name)

Vicki Dann, Fundraising/Events Date (Printed Name)

Natalie Oakes, Spirit Items Date (Printed Name)

Kirsteen Zietsman, Spirit Items Date (Printed Name)

Susan Garrett, Concessions Date (Printed Name)

Kathryn Frazier, Concessions Date (Printed Name)

Brian Bricarell, Team Rep Coordinator Date (Printed Name)

Shae Skidmore, Team Rep Coordinator Date (Printed Name)

Steve Levine, Team Rep Coordinator Date (Printed Name)

Amendment to the Cy-Woods Athletic Booster Club, Incorporated By-Laws

ARTICLE II – PURPOSE

The purpose of the CWABC is to promote all athletic programs at Cy-Woods High School in an atmosphere that is consistent with the educational philosophy of the school community.

Suggested Change:

The purpose of the CWABC is to promote all athletic programs at Cy-Woods High School in an atmosphere that is consistent with the educational philosophy of the school community. Said organization is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

ARTICLE XVIV – DISSOLUTION OF CWABC

In the event the CWABC should dissolve, the remaining funds (after all obligations are satisfied) will be turned over to the Cy-Fair Independent School District to be used in the event the Booster Club should start up again. If the funds are not used within 10 years the school district may distribute the money as it sees fit to extracurricular activities.

Suggested Change:

Upon the dissolution of the CWABC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Amendments APPROVED on Monday, March 19, 2007, at 6:15 p.m.
during “Special” Executive Board Meeting**

Amendment to the Cy-Woods Athletic Booster Club, Incorporated By-Laws

ARTICLE VII – OFFICERS AND THEIR ELECTION

The Executive Board of the CWABC shall consist of the following officers: Secretary, Treasurer, and seven Executive Board members. The Cy-Woods High School Athletic Director shall be on the CWABC Board as the representative of the coaches and athletes. The Athletic Director shall be the liaison between the CWABC Board and the Administration. There shall also be appointed, at-large, members whose responsibilities will include chairperson of each Standing Committee.

Suggested Change:

The Executive Board of the CWABC shall consist of the following officers: Secretary, Treasurer, and nine Executive Board members. The Cy-Woods High School Athletic Director shall be on the CWABC Board as the representative of the coaches and athletes. The Athletic Director shall be the liaison between the CWABC Board and the Administration. There shall also be appointed, at-large, members whose responsibilities will include chairperson of each Standing Committee.

ADDITIONS to the CWABC Board:

Del Ferguson, Executive Board – Concessions
Natalie Oakes, Executive Board – Spirit Items

Resignation of CWABC Executive Board Member:

Lois Wise resigned her position of Secretary of the CWABC Executive Board and Vicki Dann was voted in as Secretary of the CWABC Executive Board on this date.

**Amendments APPROVED on Wednesday, May 23, 2007, at 6:30 p.m.
during “Special” Executive Board Meeting**

Amendment to the Cy-Woods Athletic Booster Club, Incorporated By-Laws

ARTICLE VII – OFFICERS AND THEIR ELECTION

The Executive Board of the CWABC shall consist of the following officers: Secretary, Treasurer, and nine Executive Board members. The Cy-Woods High School Athletic Director shall be on the CWABC Board as the representative of the coaches and athletes. The Athletic Director shall be the liaison between the CWABC Board and the Administration. There shall also be appointed, at-large, members whose responsibilities will include chairperson of each Standing Committee.

Suggested Change:

The Executive Board of the CWABC shall consist of the following officers: Secretary, Treasurer, and ten Executive Board members. The Cy-Woods High School Athletic Director shall be on the CWABC Board as the representative of the coaches and athletes. The Athletic Director shall be the liaison between the CWABC Board and the Administration. There shall also be appointed, at-large, members whose responsibilities will include chairperson of each Standing Committee.

ADDITIONS to the CWABC Board: Additional Team Rep Coordinator – totaling three (3) Team Rep Coordinators

ARTICLE XIII – MEETINGS

The Annual Business Meeting of the CWABC shall be held at the May General Membership Meeting unless otherwise specified by the Executive Board.

General Membership Meetings shall be held on the first Monday of each month. Additional meetings and or changes in meeting times can occur with at least seven (7) days advance notice to members.

The Executive Board may call a special meeting, if circumstances warrant. Any member may request a special General Membership Meeting by presenting a petition signed by twenty (20) members to the Executive Board. Members will be notified of special meeting dates and locations at least fourteen (14) days in advance of such meeting.

Suggested Change:

The Annual Business Meeting of the CWABC shall be held at the May General Membership Meeting unless otherwise specified by the Executive Board.

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The Executive Board of the CWABC may call special meetings of Executive Board Members only, whenever necessary, and if circumstances warrant. Any Executive Board Member may request such a meeting and must give seven (7) days advance notice of such meeting to fellow Board Members.

**Amendments APPROVED on Monday, April 7, 2008, at 6:50 p.m.
during “Special” Executive Board Meeting**

Amendment to the Cy-Woods Athletic Booster Club, Incorporated By-Laws

BOARD MEMBERS – 2006-2008 TERM - EXPIRED ON 6/30/08:

David Jones, Athletic Director
Vicki Dann, Secretary
Kay W. Barcus, Treasurer
Ray Flood, Executive Board - Memberships
Holly A. Reichert, Executive Board - Communications
Michelle Williams, Executive Board - Fundraising/Events
Kyle Cooper, Executive Board - Spirit Items
Natalie Oakes, Executive Board - Spirit Items
Stacy Washington, Executive Board - Concessions
Del Ferguson, Executive Board - Concessions
Ray Epps, Executive Board – Team Rep Coordinator
Brian Bricarell, Team Rep Coordinator

AMENDED CHANGE of newly elected Executive Board Members for Term 2008-2010 filed with the Secretary of State on 7/1/08 – Form 404 “Articles of Amendment Pursuant to Article 4.04, Texas Business Corporation Act”:

ELECTED BOARD MEMBERS FOR TERM 2008-2010 ARE AS FOLLOWS:

David Jones, Athletic Director
Holly Hand, Secretary
Kay W. Barcus, Treasurer
Todd Hopwood, Executive Board - Memberships
Tim Matthews, Executive Board - Communications
Vicki Dann, Executive Board - Fundraising/Events
Natalie Oakes, Executive Board - Spirit Items
Kirsteen Zietsman, Executive Board - Spirit Items
Susan Garrett, Executive Board - Concessions
Kathryn Frazier, Executive Board - Concessions
Brian Bricarrell, Executive Board – Team Rep Coordinator
Shae Skidmore, Team Rep Coordinator
Steve Levine, Team Rep Coordinator

***ADOPTION OF BY-LAWS & SIGNATURES OF NEW EXECUTIVE BOARD MEMBERS
ON PAGE 5 OF THE BY-LAWS HEREIN.***