

Bylaws of Westwood Debate and Speech Boosters

A Non-Profit Corporation

Article 1 NAME, REGISTERED AGENT AND FISCAL YEAR

Section 1.01 The name of the organization is Westwood Debate and Speech Boosters (the "Organization"), which has been organized under the Texas Non-Profit Corporation Act. The Articles of Incorporation were filed with the Secretary of State of Texas on June 13, 2007.

Section 1.02 The Organization shall maintain a registered office and registered agent as required by the Texas Non-Profit Corporation Act (the "Act"). The address of the registered office and the registered agent of the Organization may be changed from time to time by the Board of Directors, in its discretion. The name of the initial registered agent of the Organization is Alex Pritchard and the initial registered office of the organization is located at 12400 Mellow Meadow Dr., Austin, TX 78750.

Section 1.03 The fiscal year for the organization shall be June 1st – May 31.

Article II. PURPOSE

Section 2.01 The Westwood Debate and Speech Boosters Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.02 The purpose of the Organization is to promote the interests of the Westwood High School debate and speech students and to engage in charitable, civic, educational and social activities, and to engage in any lawful purpose or purposes for which a non-profit corporation may be organized under the laws of Texas.

Article III. STANDING RULES

Section 3.01 The Members of the Organization shall adopt Standing Rules which will govern some organizational matters concerning the Organization. Matters not dealt with these Bylaws may be covered by the Standing Rules. The Standing Rules may be adopted and amended from time to time by a majority vote of the Voting Members at any meeting of members without prior notice or by

two-thirds vote of the Executive Board. The initial Standing Rules for the Organization are described in Appendix 1.

Article IV. MEMBERSHIP

Section 4.01 Membership in this organization shall consist of all parents and guardians of debate and speech students of Westwood High School, as well as anyone interested in supporting the Debate and Speech Program. Membership shall be made without regard to race, color, gender, national origin, ethnicity, age (except it may do so for those under 18 years of age), or whether the individual is handicapped. A Voting Member must pay all dues assessed by the organization.

Section 4.02 The Board of Directors by majority vote may deny or remove from membership any non-parent or guardian member for any reason it deems necessary.

Any Member may be removed by two-thirds vote of the Board of Directors should they determine in good faith that the Member 1) fails to comply with bylaws and standing rules of the organization; 2) performs, has reasonable belief that they will perform or threatens actions that are detrimental Westwood debate and speech students, program or Organization; 3) engages as a Member for commercial or personal gain unrelated to the broad purposes of the Organization; 4) is in anyway considered dangerous.

Such exclusion or removal will be made without regard to race, color, gender, national origin, ethnicity, age (except it may do so for those under 18 years of age), or whether the individual is handicapped.

All Members will comply with these Bylaws and the Organization's Standing Rules. Members are not personally liable for the debts, liabilities, or obligations of the Organization.

Section 4.03 **Roster.** The voting membership year shall run approximately one year and expires when membership dues first become payable the following year. A Member becomes a Voting Member ("Voting

Member”) by payment of all dues to the Organization. A current roster of voting members shall be maintained by the Vice President of Internal Communications. The Organization shall conduct an annual enrollment of Voting Members, but may admit persons into voting membership at any time.

Section 4.04 **Dues.** The annual dues of the Organization shall be determined by the Board of Directors.

Section 4.05 **Quorum.** The voting Members present plus a majority of the Officers of the Organization, represented in person shall constitute a quorum at a meeting of Members.

Section 4.06 **Voting of Regular Members.** Each Voting Member present at a meeting and in good standing with the Organization shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members. Matters which are submitted to a vote shall be determined by simple majority of the Voting Members present unless otherwise specified in these Bylaws. Electronic voting will be permissible when a meeting isn’t held, duly noting that it is always preferable to hold a meeting to take a vote. Each office will be permitted one vote (irrespective of number of people in the office. The outcome of the vote will be decided by a majority ruling.

Section 4.07 **Regular Member Meetings.** The President, the Executive Board or the Board of Directors may call meetings as they deem necessary or as determined in the Standing Rules. Secretary shall make a good faith effort to provide at least one week notice to Members prior to any meeting.

Section 4.08 **Special Member Meetings.** Any Voting Member by obtaining ten (10) signatures from Voting Members may cause the Secretary and President to call a Special Member Meeting. Special Member Meetings must have at least fourteen days’ notice to Members.

Section 4.09 **Override Board Decisions.** By a two-thirds vote of the Members at a Regular or Special Member Meeting the Members may override any decision made by the Executive Board_or the Board of Directors.

Article V. OFFICERS

Section 5.01 **Officers and Their Election.** The officers of this Organization shall be President, Shadow President/UIIL Chair, , Treasurer, Secretary-Parliamentarian, Vice President of Internal Communications, Vice President of Community Relations and the Westwood Director of Debate and Speech. Two or more Members may fill any of one these positions; however, there will be only one vote per officer for Executive Board or Board of Director purposes. These officers shall perform duties prescribed by these Bylaws and the parliamentary authority adopted by the Organization.

Section 5.02 Officers shall be elected for a term of one school year by ballot at the election meeting. However, if there is but one nominee for an office, election for that office may be by voice vote.

Section 5.03 Officers and Directors shall assume their official duties following the close of the school year and shall serve the term of approximately one year until their successors are elected.

Section 5.04 The President shall not serve as the President for more than two consecutive terms. The Treasurer shall also not serve as Treasurer for more than two consecutive terms. One who has served more than one-half of a single term shall be credited with having served a full year's term.

Section 5.05 In case of a vacancy in the office of the President, the Board of Directors shall nominate candidate(s) to ascent to the Presidency who will be chosen by a majority vote of the Executive Board.

Section 5.06 A vacancy occurring in any other elected office shall be filled for the unexpired term by a person nominated by the Board of Directors and elected by a majority of the Executive Board, notice of such election having been given. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office

Section 5.07 By a two-thirds vote of the Board of Directors (excluding any Director potentially to be removed) or the membership as a whole, an Officer or a Director may be removed from office for failure to perform their duties or for any other reason listed in Section 4.03.

Section 5.08 **Nominating Committee.** The existing Board of Directors shall form the nominating committee either directly acting as the Nominating Committee itself or by appointing Members to a committee ("Nominating Committee"). The Nominating Committee shall solicit

Members who may be interested in becoming an Officer; such solicitation will include a communication to Members asking for names of potential Officers. The Nominating Committee may nominate multiple Members for any position, but it is expected that typically there may be only one nomination per position.

The Nominating Committee shall make reasonable effort to bring new perspectives into the Officer roles each year but in all cases will nominate the persons whom they believe will best further the purposes of the Organization.

In addition any Voting Member may nominate him or herself or any other Member for any Office (except the Office Westwood Director of Speech and Debate which is the faculty member) by collecting ten signatures from other voting Members. The secretary will make reasonable efforts to validate signatures and will add any valid candidates name to the ballot.

Article VI. DUTIES OF OFFICERS

Section 6.01 **President.** The President shall:

- a. Be a member of the Executive Board and the Board of Directors;
- b. Preside at all meetings of the Organization; and serve as chairperson of the Executive Board and the Board of the Directors;
- c. Coordinate the work of the Officers in order that the Organization's purposes and objectives are met
- d. Communicate with the Officers on a regular basis;
- e. Work with the officers to ensure they are performing their duties including providing specific feedback on areas that need improvement, assistance and help as needed as well as positive reinforcement;
- f. Confirm that a quorum is present before conducting any business at any meeting of the Organization;
- g. Liaison with the Debate and Speech faculty, student debate club officers, and school administration

Should the President be absent from a meeting, any other Officer may call the meeting to order and conduct a vote such that a majority of Officers may select the acting Presiding Officer for that meeting from among the Officers present at the meeting; however, such authority may not be used to conduct a meeting with the intended purpose to exclude the President.

Section 6.02 **Vice President.** Each Vice President will have an area of responsibility with its own duties. In addition all Vice Presidents shall:

- a. Serve on the Executive Board;
- b. Act as aide to the President and in any other capacity requested to further the goals of the Organization;
- c. Perform other duties as assigned by the President, Executive Board or Board of Directors or Bylaws;
- d. Develop plans for their area of responsibility;
- e. Develop processes and goals for their area as appropriate;
- f. Form and manage committees to accomplish the task in their area of responsibility
- g. Recruit and facilitate other Member involvement in their area of responsibility

In addition the Vice President of Internal Communications has the responsibility to maintain a list of all known Members and Voting Members and supply the Secretary with the current list and to assist the Treasurer in

collecting dues.

Section 6.03 **Treasurer.** The Treasurer shall:

- a. Serve on the Executive Board;
- b. Have custody of all funds of the Organization;
- c. Collect dues, along with the Vice President Volunteers;
- d. Keep books of account and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for seven (7) years or the time determined by the district policy or law whichever is longer;
- e. Make disbursements in accordance with these Bylaws and the Standing Rules;
- f. Track spending versus budget on a regular basis and publish such report to the Executive Board and Board of Directors;
- g. Present financial statements at meetings and at other times when requested;
- h. Submit books and provide information to the Audit Committee as required;
- i. ~~Working~~ with the Board of Directors and the Executive Board to create an annual budget or other forecasts as required;
- j. Complete any applicable State and Federal tax forms and other reports and filings as may be required by local, state and/or federal authorities;
- k. File and pay sales and use tax as appropriate;
- l. File a financial statement with the RRISD Financial Dept. as required or recommended by District or by law;
- m. Perform such other duties as may be prescribed by these Bylaws or assigned by the Organization.

Section 6.04 **Secretary-Parliamentarian.** The Secretary-Parliamentarian shall:

- a. Serve as a member on the Executive Board;
- b. Keep an accurate record of all General Membership, Executive Board and Board of Directors meetings of this Organization; submit minutes to all Board Members within seven days of meetings for approval and submit general meeting minutes to webmaster within two (2) weeks of meetings for posting;
- c. Advise the presiding officer on parliamentary law and matters of procedure;
- d. Have a current copy of the Bylaws and current list of Voting Members at meetings;

- e. Be familiar with Bylaws and Standing Rules and Robert's rule of order;
- f. See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;
- g. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

At any meeting which the Secretary-Parliamentarian is not present the Presiding Officer shall appoint an acting Secretary-Parliamentarian.

Article VII. EXECUTIVE BOARD

Section 7.01 **Membership of the Executive Board.** All Officers are voting members of the Executive Board. In addition Committee Chairpersons and any other person(s) determined by the Executive Board will have an open invitation to attend any Executive Board Meetings and may participate in discussions but will not have voting rights..

Section 7.02 **General Power.** The regular operations and day to day affairs of the Organization shall be managed by its Executive Board, except to the extent the power to do so is reserved for the Members or the Board of Directors or to the extent such power is delegated to committees or Members by the judgment of the Executive Board.

Section 7.03 **Meetings.** Meetings of the Executive Board shall be at the discretion of the President or as provided in the Standing Rules; except that any two officers by written notice or any five Members by petition can require the President schedule a meeting with 10 working days. A good faith effort shall be made by the President and the Secretary-Parliamentarian to provide five day notice to Executive Board meetings.

Section 7.04 **Attendance.** Any Member may attend Executive Board meetings and shall be given a reasonable (but not unlimited) opportunity to speak to address the committee on any issue relevant to the Board.

Section 7.05 **Quorum.** A majority of the number of members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, but if less than such majority is present at a meeting, a majority of the Officers present may discuss and make tactical decisions as well as recess or adjourn the meeting from time to time without further notice; however, no decisions related to approving an Officer or Director, no significant budgetary decisions or changes to the bylaws or the standing rules may be made without a Quorum.

Section 7.06 **Manner of Acting**

- a. Action at a Meeting. Except as provided in Paragraph (b) of this Section, the act of the majority of the Officers present at a meeting at which a quorum is present shall be the action of the Executive Board

Action without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting, if consent in writing, setting forth action so taken, is signed by two-thirds members of the Executive Board. Email shall be considered written consent for this purpose. Such consent shall have the same force and effect as a vote at a meeting. Electronic voting will be permissible when a meeting isn't held, duly noting that it is always preferable to hold a meeting to take a vote. Each office will be permitted one vote (irrespective of number of people in the office. The outcome of the vote will be decided by a majority ruling.

Article VIII. COMMITTEES

Section 8.01 **Establishment of Committees**. Any Officer, the Executive Board, or the Board of Directors may establish a committee at any time that furthers the purposes of the organization. Committees shall be assigned to be under an Officer or may report directly the Executive Board or the Board of Directors. Individual Officers may also establish without direct approval of Executive Board a committee at any time that furthers the purposes of the organization as long as the scope of the committee falls under the general area of responsibility of that Office. Any disputes as to which Officer has responsibility for a committee will be resolved by the Executive Board.

Section 8.02 **Organization of Committees**. The Officer responsible for a committee (or the Board responsible if not reporting to an Officer) shall be the committee chairperson or shall appoint a committee chairperson. Similarly the entity responsible for the committee will determine who will be members of the committee; however, this responsibility can be delegated to the committee chairperson. Committee decisions can be overridden by the Executive Board, the Board of Directors or a majority of Voting Members.

Section 8.03 **Termination of Committees**. Committees will automatically terminate when they cease to operate or if directed to terminate by the Officer responsible for the committee, the Executive Board, or the Board of Directors.

Article IX. BOARD OF DIRECTORS

Section 9.01 **Responsibility.** It is the responsibility of the Board of Directors to give strategic direction to the Organization, play a central role in personnel related matters and budgetary decisions and to provide oversight of the Officers to help ensure that the organization is functioning properly. That responsibility includes, but is not limited to:

- a. Working with the Officers to recommend a Budget for the upcoming year
- b. Recommending changes to the budget during the year and approve changes to the budget as outlined in the FUNDS section
- c. By a two-thirds vote, creating new Officer positions if needed during the year
- d. Recommending to the membership to add, restructure or eliminate Officer positions
- e. Providing feedback to various Officers to assist in ensuring the Organization meets its objectives.

Section 9.02 **Meetings.** Meetings of the Board of Directors shall be held as needed and as provided in the Standing Rules.

Section 9.03 **Membership.** The Board of Directors shall consist of the Westwood Director of Forensics, the Officers of the Booster, Internal Control Auditor & Shadow Treasurer, Director of IT,, Director of Procurement and Inventory Control, Shadow UIL Chair, Shadow Vice President of Community Relations, Shadow Director of IT, Shadow Secretary & Parliamentarian, Co-Chairs of UIL Hospitality. All additions to the Board must be nominated and approved by a majority of the Executive Board.

- **Internal Control Auditor/Shadow Treasurer** - Responsibilities include
 - Oversight of treasury (not a signing authority)
 - Reconcile bank statement to treasurer's books
 - Monthly audit of financials
 - Support in preparing & filing taxes (sales tax and income tax) for the club
- **Director of IT-** Responsibilities include
 - Regular updates to website pages (announcements, bylaws, forms)
 - Annual update of tournament calendar
 - Create online Google forms for Spirit Wear order, Student registration, Debanquet etc.
 - Website upgrade/re-design as needed
 - Create/update PPTs with student pictures as we get new uploads/pictures from parents/students

- Contact Google support if questions regarding NPO account
- Re-concile online payments with PayPal
- **Shadow Officers - Responsibilities Include**
 - Shadowing their corresponding Board Officer, help and assist said officer, and learn the responsibilities and duties of the officer.
- **Director of Procurement & Inventory Control - Responsibilities include**
 - Overseeing the purchasing and returns of supplies for UIL Hospitality and Concessions
 - Maintaining the inventory and count of supplies for UIL
- **Co-Chairs of UIL Hospitality - Responsibilities include**
 - Soliciting donations and purchasing food for UIL Hospitality and Concessions
 - Work with the UIL Chair to determine which foods and quantities are needed
 - Work with the UIL Chair in preparing Hospitality and Concessions for UIL

Section 9.04 **Expanding the Board of Directors.** The Board of directors may be expanded by two-thirds vote of the membership or Executive Board, or the Board of Directors. Such vote shall also include the name of the new director to assume the additional seat on the Board. If created by the existing Board of Directors, the new director must be confirmed by a majority of the Executive Board. Such new member is not required to be an existing Officer.

Section 9.05 **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may recess or adjourn the meeting from time to time without further notice.

Section 9.06 **Attendance.** Any Member or Officer may attend Board of Director meetings and shall be given a reasonable (but not unlimited) opportunity to speak to address the committee on any issue relevant to the Board. The Chairman of the Board may determine in good faith that it better serves the purposes of the Organization that some discussion topics are not appropriate for an open session and may determine that a portion of any meeting may be closed to only Directors and participants by invitation.

Section 9.07 **Manner of Acting**

- a. Action at a Meeting. Except as provided in Paragraph (b) of this Section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.
- b. If a Directors are present at an Executive Board meeting such that it constitutes a Quorum for the purpose of a Board of Directors meeting, then a vote conducted by the Executive Board will be deemed a concurrent vote by the Board of the Directors, unless a Director specifically notifies the Secretary at the meeting or within 24 hours that he/she wishes that his/her vote not count for purposes of a Board of Director meeting.
- c. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any other committee may be taken without a meeting, if consent in writing, setting forth action so taken, is signed by all members of the Board of Directors or the committee, as the case may be. Email shall be considered written consent for this purpose. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 9.08 **Vacancies.** Any vacancy occurring in the Board of Directors will be filled by agreement of the President and the Westwood Director of Speech and Debate and confirmed by the Executive Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Article X. FUNDS

Section 10.01 **Money.** All monies received by the organization shall be held in an account in a reputable financial institution approved by the Board of Directors.

Section 10.02 **Budget.** The annual budget shall be prepared by the Board of Directors and the Treasurer with input from the Officers and approved by a simple majority vote of Voting Members. The budget may be amended at any member meeting by a majority vote. The budget will include a projected spend by category as well as a not-to-exceed spending amount by line item.

Section 10.03 **Checks.** Checks drawn on the Organization's bank account must be signed by two officers with signature authority on the account. One of those signers must be the Treasurer or the President. The check signers for any specific check may not be related to each other or to the payee. The Treasurer shall identify one or more Officers in addition to the President and the Treasurer

who will have authority to sign checks.

Section 10.04 **Funds Disbursement.** Funds will be disbursed relevant to the approved (not to exceed) budget. Any disagreement about what budget category spending belongs in or whether an item that “fits” within a budget category should be spent not resolved by the Vice President responsible for the budget area and the Treasurer shall be determined by a majority vote of the Board or Directors.

Section 10.05 Spending above approved Budget. Spending above the not-to-exceed amounts and changes to the approved budget are allowed as follows:

- a. The Board of Directors may add budget dollars and line items for an anticipated budget Surplus;
- b. The Board of Directors may swap budget items with either the school, district or student club Budgets
- c. The Board of Directors may reduce any budget amount in order to keep the budget solvent should receipts appear to not come in as expected or if spending in one category exceeds original projections.
- d. The Board of Directors may add approve unbudgeted spending as defined in the Standing Rules.
- e. The Executive Board or the Board of Directors may make any reasonable spending decision without regard to budget if they make a good faith determination it is both a necessary and urgent need by the Organization.

Section 10.06 **Audit.** The Audit Committee shall verify the accuracy of the books of the Organization’s account by July 1, of each year.

Article XI. IDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.01 **Indemnification.** The Organization, by action of its Board of Directors, may indemnify any director and officer of the Organization, his or her heirs, executors, administrators and legal representatives against any expenses actually and necessarily incurred by him or her in connection with and arising out of any action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer, whether or not he or she continues to be a director or officer at the time of incurring such expense, such expenses to include the cost of reasonable settlements, except that no sums shall be paid in connection with any settlement unless the Organization is advised by independent counsel that the officer or director so indemnified was not guilty of negligence or misconduct in the performance of his or her duty as a

director or officer. The Organization shall not, however, indemnify any such director or officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to be guilty of negligence or misconduct in the performance of his or her duties as a director or officer. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such director or officer may be entitled as a matter of law, by agreement, vote of Members or otherwise.

Section 11.02 **Insurance.** The Organization may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

Article XII. AMENDMENTS

Section 12.01 These Bylaws shall be effective until formally adopted as is or with amendments by a majority of the Voting Members of the Organization no later than May 30, 2008. Prior to adoption, these may be amended by two-thirds vote of the Board of Directors. Once adopted the power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Voting Members. These Bylaws may be amended by a two thirds (2/3) majority vote of the Voting Members present provided that Voting Members have notice given of the proposed amendment at least one week in advance.

MISCELLANEOUS

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the other provisions hereof, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

The captions used in these Bylaws are for convenience only and shall not be construed in interpreting these Bylaws.

Whenever the context so requires in these Bylaws, the masculine shall include

the feminine and the neuter and the singular shall include the plural, and vice versa.

Whenever any notice is required to be given under these Bylaws, such notice shall be given by US mail or electronic mail to the address listed for such addresses in the records of the Organization or by announcement at a meeting in which members are present or any combination of the above.