

Bylaws of Westlake Speech and Debate Booster Club, Inc.

A Texas Nonprofit Corporation

Article I. NAME, REGISTERED AGENT AND FISCAL YEAR

Section I.01 The name of the organization is Westlake Speech and Debate Booster Club, Inc. (the “Organization”), which has been organized under the Texas Business Organizations Code. The Certificate of Formation was filed with the Secretary of State of Texas on September 25, 2023.

Section I.02 The Organization shall maintain a registered/principal office and registered agent as required by the Texas Business Organizations Code (the “Act”). The address of the registered/principal 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 Clint Wenk and the initial registered office of the organization is located at 2819 Nordham Drive, Austin, TX 78745.

Section I.03 The fiscal year for the organization shall be June 1st- May 31st.

Article II. PURPOSES

Section II.01 The Westlake Speech and Debate Booster Club, Inc. is organized exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended.

Section II.02 The purpose of the Organization is to promote the interests of speech and debate students, to engage in charitable, educational and literary activities, and to engage in all other lawful purposes for which a nonprofit corporation may be organized under the laws of Texas.

Article III. MEMBERSHIP

Section III.01 **Qualifications**. Membership in this Organization shall consist of anyone interested in supporting the Speech and Debate Program at Westlake High School. 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. To be a member, all dues assessed by the Organization must be paid (“Member”). A Member is a Voting Member (“Voting Member”) by payment of all dues to the Organization.

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

Section III.02 **Removal of Member.** The Board of Directors by majority vote may deny or remove a Member from membership for any reason it deems necessary. Any Member may be removed by two-thirds (2/3) vote of the Board of Directors should the Board determine in good faith that the Member (1) fails to comply with Bylaws of the Organization; (2) performs, or threatens actions that are detrimental to students, speech and debate program, or the Organization; (3) engages as a Member for commercial or personal gain unrelated to the broad purposes of the Organization; or (4) is in any way 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.

Any Member who has been removed is ineligible for the fiscal year to become a Director.

Section III.03 **Roster of Members.** The voting membership year shall run approximately one year and expires when membership dues first become payable the following year. A current roster of voting members shall be maintained by the Secretary. The roster will be available at the Annual Meeting of the Members. The Organization shall conduct an annual enrollment of Voting Members but may admit persons into voting membership at any time.

Section III.04 **Dues.** The annual dues of the Organization shall be determined by the Board of Directors.

Section III.05 **Annual Meeting.** An annual meeting of the Members will be held in May of each year on such date and at such time and place within the State of Texas or such other date as shall be designated by the Board and stated in the notice of the meeting, for the purpose of electing Directors, approval of the Annual Budget and for the transaction of other business as may come before the meeting. Notice of the annual meeting must be given at least ten (10) days prior to the meeting and no earlier than sixty (60) days prior to the meeting. Notice of meeting may be given by electronic message to Members. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

Section III.06 **Quorum.** The Voting Members present plus a majority of the Board of Directors of the Organization, represented in person or by some form of remote communication technology as permitted by Texas law if available for such meeting shall constitute a quorum at a meeting of Members.

Section III.07 **Voting of Members.** A "Member Vote" shall be required for election of the Directors for the Organization, to approve the Annual Budget or any Special Project (each as described herein), or any other matters that may be identified from time to time. Each Voting Member present at a meeting whether held in person or through remote communications

technology 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. The record date for determining membership in the Organization and eligibility for voting is fourteen (14) days prior to the Annual Meeting. Matters which are submitted to a vote shall be determined by simple majority of the Voting Members present unless otherwise specified in these Bylaws.

The outcome of the vote will be decided by a majority ruling.

Section III.08 **Special Member Meetings**. The President or the Board of Directors may call a special member meeting. In addition, 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 ten (10) days notice to Members.

Section III.09 **Meetings By Remote Communications Technology**. A meeting of the Members of the Organization, the Board of Directors of the Organization, or any committee designated by the Board of Directors of the Organization may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means. If voting is to take place at the meeting, the Organization must: (1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and (2) keep a record of any vote or other action taken.

Article IV. BOARD OF DIRECTORS

Section IV.01 **Responsibility**. A director shall discharge the director's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Organization. It is the responsibility of the Board of Directors to give strategic direction to the Organization, play a central role in operational 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) Work to recommend an Annual Budget to the Voting Members for the upcoming fiscal year;
- (b) Recommend changes to the Annual Budget during the fiscal year and approve changes to the budget as outlined herein;
- (c) Recommend Special Projects for the Organization to the Voting Members;
- (d) Recommend committee formations to address certain projects;
- (e) Serve as Nominating Committee members to propose Directors for the Organization; and
- (f) Providing feedback to various Officers to assist in ensuring the Organization meets its objectives.

Section IV.02 **Director Meetings.** The Board shall hold regular meetings as needed to be designated by the President. Special meetings may be called by any two (2) Directors with telephone or written notice, including notice by electronic mail. The notice of any meeting shall state the date, time, and place of such meeting. Such meetings may be conducted in accordance with Section 3.09 with remote communications technology.

Section IV.03 **Notice and Waivers of Notice:** Notice of each regular meeting of the Board must be given at least one day prior to the date of the meeting. Whenever notice is required to be given to any Director under any provision of law, the Certificate of Formation, or these Bylaws, a written waiver signed by each Director entitled to such notice, whether before or after the time stated in the notice is equivalent to giving notice. The presence of any Director at a meeting, whether in person or by remote communications technology who does not object to the lack of notice is considered to have waived notice of the meeting.

Section IV.04 **Membership.** The Board of Directors shall consist of the officers. To be eligible as a member of the Board of Directors, the individual must be at least eighteen and have a dependent attending a school in Eanes Independent School District or live within the boundaries of Eanes Independent School District and have paid all dues required for membership.

Section IV.05 **Expanding the Board of Directors.** The Board of Directors may be expanded by two-thirds vote of the Voting Members or the Board of Directors. Such vote shall also include the name of any new director to assume the additional seat on the Board.

Section IV.06 **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 IV.07 **Attendance.** Any Voting Member may attend Board of Director meetings and shall be given a reasonable (but not unlimited) opportunity to speak to address any issue relevant to the Board. The President 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 IV.08 Manner of Acting

- (a) Action at a Meeting. Unless otherwise stated herein, 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) 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. Electronic messages from each such Director acknowledging such actions 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 IV.09 **Vacancies.** Any vacancy occurring in the Board of Directors will be filled by a vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section IV.10 **Removal of Director.** By a two-thirds (2/3) vote of the Board of Directors (excluding the Director potentially to be removed) or by a two-thirds (2/3) vote of the Voting Members, a Director may be removed for failure to perform their duties or for any other reason listed in Section 3.02.

Section IV.11 **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 a Director; such solicitation will include a communication to Members prior to the Annual Meeting asking for names of potential Directors. 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 Director 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 as a Director by notifying the Secretary of their interest in becoming a director.

Article V. OFFICERS

Section V.01 **Officers and Their Election.** The officers of this Organization shall be President, Vice President-Secretary and Treasurer. Each position must be held by separate individuals. These officers shall perform duties prescribed by these Bylaws.

Section V.02 **Election.** Officers shall be elected by the Directors for a term of one school year after the Annual Meeting in which Directors are elected. However, if there is but one nominee for an office, election for that office may be by voice vote.

Section V.03 **Length of Term of Officers.** Officers 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 V.04 **Term Limits.** 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. An officer who has served more than one-half of a single term shall be credited with having served a full year’s term. The term of an officer may not exceed three years.

Section V.05 **Vacancies.**

- (a) In case of a vacancy in the office of the President, the Board of Directors shall nominate from its directors a candidate to ascend to the Presidency and may re-elect other officers as necessary.
- (b) A vacancy occurring in any other elected office shall be filled for the unexpired term by a person nominated by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Article VI. DUTIES OF OFFICERS

Section VI.01 **President.** The President shall:

- (a) Be a member of the Board of Directors;
- (b) Preside at all meetings of the Organization; and serve as chairperson of 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; and
- (f) Liaison with the Speech and Debate 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 VI.02 **Vice President-Secretary.** The Vice President-Secretary will have an area of responsibility with its own duties:

- (a) Act as aide to the President and in any other capacity requested to further the goals of the Organization;
- (b) Perform other duties as assigned by the President, or Board of Directors or Bylaws;
- (c) Assist with development of plans and processes and goals for the Organization;
- (d) Recruit and facilitate other Member involvement.

In addition, the role of Vice President-Secretary includes:

- (a) Keep an accurate roster of the Membership and Voting Members and submit to the Treasurer to assist with dues;
- (b) Keep minutes for the Board of Directors meetings of this Organization; keep minutes of the Annual Meeting of the Members and all other minutes for any other meeting;
- (c) Provide copies of minutes to the appropriate parties for distribution to the website;
- (d) Retain tax-exemption documents, tax return filings, and other records as necessary for the Organization;
- (e) Confirm that a quorum is present before conducting any business at any meeting of the Organization;
- (f) Advise the presiding officer on parliamentary procedure;
- (g) Have a current copy of the Bylaws and current list of Voting Members at meetings;
- (h) Be familiar with Bylaws;
- (i) See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; and
- (j) Submit any information reports to the Texas Secretary of State regarding the list of directors and officers as may be required.

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 Vice President-Secretary is not present, the Presiding Officer shall appoint an acting Secretary.

Section VI.03 **Treasurer.** The Treasurer shall:

- (a) Have custody of all funds of the Organization;
- (b) Collect dues, along with the Board of Directors;
- (c) Keep books of account and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for seven (7) years or as required by law, whichever is longer;
- (d) Make disbursements in accordance with these Bylaws;
- (e) Track spending against the Annual Budget on a regular basis and publish such report to the Board of Directors;
- (f) Present financial statements at meetings and at other times when requested;
- (g) Submit books or other forecasts as required for review and provide information to the remaining Board of Directors as required;
- (h) Work with the Board of Directors to create an Annual Budget for approval of the Voting Members;
- (i) Complete any applicable State and Federal tax forms and other reports and filings as may be required by local, state and/or federal authorities;
- (j) File and pay sales and use tax as appropriate; and

- (k) Perform such other duties as may be prescribed by these Bylaws or assigned by the Organization.

Article VII. COMMITTEES

Section VII.02 **Establishment of Committees**. 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 to the Board of Directors. Individual Officers may also establish without direct approval of the Board of Directors 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 Officer and the Officer provides updates to the remaining Board of Directors.

Section VII.03 **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 the Board 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. Committees shall not have authority to bind the Organization without authorization from the Board of Directors. The designation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on them by law.

Section VII.04 **Termination of Committees**. Committees will automatically terminate when they cease to operate or if directed to terminate by the Officer responsible for the committee or the Board of Directors.

Article VIII. FUNDS

Section VIII.02 **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 VIII.03 **Budget**.

- (a) The annual operating budget (“Annual Budget”) shall be prepared by the Board of Directors and the Treasurer. The Annual Budget will include a projected spend by category as well as a not-to-exceed spending amount by line item. The Annual Budget shall be expended only for the payment of ordinary and necessary operating expenses incurred in the performance of the functions of the Board and the committees and shall include all overhead expenses, expenses of maintaining offices and holding meetings, payment of employees, insurance, postage, general legal and accounting fees, franchise and other corporate taxes and fees, and any other expenses which the Board shall determine to be operating expenses.

- (b) All such expenditures shall be set by the Annual Budget, and the Board will make regular reports of all such expenditures to the Members. The Annual Budget for such operating expenses for the next fiscal year shall be submitted to the Voting Members and shall be voted at the Annual Meeting of the Members. Approval of the Annual Budget shall be by a Member Vote of the Members.

Section VIII.04 **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 may identify one or more Officers in addition to the President and the Treasurer who will have authority to sign checks.

Section VIII.05 **Funds Disbursement.** Funds will be disbursed relevant to the approved (not to exceed) Annual Budget. Any disagreement about what budget category spending belongs in or whether an item that “fits” within a budget category should be spent/dispensed shall be determined by a majority vote of the Board or Directors. By Board action, a Committee chairperson may be authorized to spend in the name of the Organization with respect to budgeted line items in the Annual Budget.

Section VIII.06 **Compensation and Reimbursement of Directors.** Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors or other agents for documented reasonable expenses incurred in the performance of their duties to the Organization. Requests for reimbursement by any member of the Board of Directors, Officer or agent must be submitted within 6 months of the date the expense is incurred. The request for reimbursement must be accompanied by receipts and any other supporting documents matching the amount requested for reimbursement.

Section VIII.07 **Spending Above Approved Annual Budget; Special Project.** Spending above the not-to-exceed amounts in the Annual Budget and changes to the approved Annual 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 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.
- (c) The Board of Directors may add approved unbudgeted spending by majority vote of the Board of Directors.
- (d) The Board of Directors may make any other reasonable spending decision without regard to the Annual Budget if they make a good faith determination it is both a necessary and urgent need by the Organization.
- (e) A “Special Project” is project or program requiring an expenditure of corporate funds for any purpose not otherwise included in an Annual Budget. The President or Treasurer shall submit a proposal outlining each such project and its projected cost at a meeting of

the Members. Upon determination by a Member Vote that it is advisable that a Special Project be undertaken, the Board of Directors may then levy additional fees to the Members for any such Special Project.

Section VIII.08 **Books and Records; Audit.** The Organization shall maintain current and accurate financial records with complete entries as to each financial transaction, including income and expenditures, in accordance with generally accepted accounting principles. The Board of Directors of the Organization shall annually prepare or approve a financial report for the Organization for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (1) a statement of support, revenue, and expenses, (2) a statement of changes in fund balances; (3) a statement of functional expenses; and (4) a balance sheet for each fund. The Board of Directors shall verify the accuracy of the records and books of the Organization's account each year. The Board may hire such independent consultants including accountants as may be necessary for the accounts of the Organization.

Section VIII.09 **Availability Of Financial Information For Public Inspection.** The Organization shall keep records, books, and annual reports of the financial activity at the Organization's registered or principal office in this State for at least three years after the close of the fiscal year. The Organization shall make the records, books, and reports available to the public for inspection and copying at the Organization 's registered or principal office during regular business hours. The Organization may charge a reasonable fee for preparing a copy of a record or report.

Section VIII.10 **Conflicts of Interest and Contracts.** Members of the Board of the Directors and Officers of the Organization shall not be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Organization, and may not make contracts, enter into transactions or otherwise act for and on behalf of the Organization with respect to which they also may be acting as individuals or as trustees, beneficiaries or advisers of trusts, or as members, associates, agents, shareholders, officers or directors, of other persons or corporations or may be interested in the same matter as shareholders, directors, officers or otherwise.

Section VIII.11 **Loans to Directors Prohibited.** No loans shall be made by the Organization to its Directors. Any Directors voting for or assenting to the making of any loan to a Director, which is prohibited by the Texas Business Organizations Code, and any Director participating in the making thereof, shall be jointly and severally liable to the Organization for the amount of such loan until repayment thereof.

Article IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section IX.02 **Mandatory Indemnification: Directors or Officers Successful in Defense.** The Organization shall indemnify any person or the estate of any deceased person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (hereafter

throughout this Article collectively referred to as a “Proceeding”), by reason of the fact that he or she (a) is or was a Director or Officer of the Organization, or (b) while serving as a Director or Officer of the Organization, against expenses (including reasonable attorneys’ fees) actually and reasonably incurred by him or her in connection therewith to the extent that he or she has been wholly successful on the merits or otherwise in defense of such Proceeding.

Section IX.03 **Authorization of Payment**. Authorization of indemnification and determination as to reasonableness of expenses will be made by a majority vote of all Directors who at the time of the vote are not named defendants or respondents in the Proceeding. Payment of expenses actually and reasonably incurred by any person as to whom indemnification is mandatory under Section 9.01 this Article shall be deemed to be authorized.

Section IX.04 **Other Rights**. The indemnification provided by these Bylaws may not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Certificate of Formation of the Organization, these Bylaws, a resolution of Directors, an agreement or otherwise both as to action in his or her Official Capacity and as to action in any other capacity, and shall continue as to such person after the termination of such capacity and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that any provision for the Organization to indemnify or to advance expenses to a current or former Director, or Officer, of the Organization whether contained in the Certificate of Formation of the Organization, these Bylaws, a resolution of Directors, an agreement or otherwise, except in accordance with this Article, is valid only to the extent it is consistent with Chapter 8 of the Business Organizations Code, as may be limited by the Certificate of Formation of the Organization, if such a limitation exists.

Section IX.05 **Insurance**. The Organization may purchase and maintain insurance on behalf of any person by reason of the fact that he or she is or was serving at the request of the Organization as a Director or Officer, 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 in that capacity, whether or not the Organization would have the power to indemnify him or her against such liability under Chapter 8 of the Business Organizations Code.

Section IX.06 **Severability**. In the event that any part or portion of this Article is judicially determined to be invalid or unenforceable, such determination shall not in any way affect the remaining portions of this Article, but the same shall be divisible and the remainder shall continue in full force and effect. Notwithstanding any provision of this Article to the contrary, the Organization shall not indemnify any person described in this Article if such indemnification (a) would jeopardize the Organization’s tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or (b) would cause the imposition of the federal excise tax for an excess benefit transaction under Section 4958 of the Internal Revenue Code.

Article X. MISCELLANEOUS

Section X.02 **Discontinuance of Organization.** Upon the discontinuance of the Organization by dissolution or otherwise, the assets are to be transferred in accordance with the provisions of the Certificate of Formation of the Organization.

Section X.03 **General.**

- (a) 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.
- (b) The captions used in these Bylaws are for convenience only and shall not be construed in interpreting these Bylaws.
- (c) 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.
- (d) Whenever any notice is required to be given under these Bylaws, such notice shall be given by US mail or electronic message 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.

Article XI. AMENDMENTS

Section XI.02

The Bylaws may be amended at any time by a vote of the two-thirds of the Board of Directors at a meeting where a quorum is present. Proposed amendments to the Certificate of Formation of the Organization adopted by resolution of the Board shall be communicated in writing to the President and Vice President-Secretary of the Board who shall schedule a vote of the Voting Members at the time of the next Annual Meeting or at such other time as may be practical. The Certificate of Formation of the Organization may be amended by at least two-thirds of the votes of the Voting Members at a meeting where a quorum is present.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors of _____ at its meeting held on this _____ day of _____, 2023.

Vice President -Secretary