

BYLAWS
of the
LASA Soccer Booster Club
1012 Arthur Stiles Road, Austin, TX 78721
As adopted to be effective as of January 31, 2022

Article I – Name

The name of the organization is the LASA Soccer Booster Club (“the Booster Club”). The Liberal Arts & Science Academy (“LASA”) is located at 1012 Arthur Stiles Road, Austin, TX 78721.

Article II – Purpose

The Booster Club is organized exclusively for charitable, religious, educational, and scientific purposes under §501(c)(3) of the Internal Revenue Code (“IRC”), or corresponding section of any future federal tax code. To that end, the Booster Club will support the coaches and players of the Soccer Program of LASA (“the Soccer Program”) by:

- fostering school spirit and supporting activities related to the Soccer Program;
- providing educational activities related to the Soccer Program;
- raising funds to solely support the needs of the Soccer Program;
- obtaining support and sponsorship of the Soccer Program;
- recognizing players and coaches of the Soccer Program;
- sponsoring pre-season and post-season functions for the Soccer Program; and
- working to attract new players to the Soccer Program all within the guidelines of the University Interscholastic League (“UIL”), the Austin Independent School District (“AISD”), LASA, these Bylaws and applicable regulations relating to IRC §501(c)(3).

The Corporation is organized under and by virtue of the laws of the State of Texas concerning non-profit corporations and shall have and may exercise all of the rights, powers, privileges and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in these Bylaws.

A. The general purpose for which the Corporation is formed are to use and apply the whole or any part of the funds, property or income therefrom exclusively for charitable, scientific, literary, or educational purposes by either direct expenditures or by contributions or expenditures for the benefit of or in conjunction with organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and the Regulations as promulgated under the Code as they now exist or as they may hereafter be amended (the “Regulations”). (All references herein to the Code shall infer a reference to its Regulations.)

B. The primary and specific purposes of the corporation are to provide financial support to charitable organizations selected by the Board.

C. The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

1. No loans shall be made by the Corporation to any director, trustee or officer of the Corporation. Any director, trustee or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

2. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any member, director, trustee, officer, agent or employee of the Corporation, or to any private individual, except to further the exempt purposes of the Corporation as described above and except that reasonable compensation may be paid for services duly rendered, and reimbursement may be made for expenses duly incurred, to or for the Corporation affecting one or more of its authorized purposes.

3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that the Corporation shall be permitted to make the election described in Section 501(h) of the Code and, if it so elects, to make lobbying and grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h) of the Code; nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

4. The Corporation shall at all times be operated in such a manner as will assure its qualification as: (i) an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Code; (ii) an organization which is not a private foundation, in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; and, (iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the Corporation becomes a private foundation as defined in Section 509(a) of the Code, then, during any period of time in which the Corporation is such a private foundation:

(a) the Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(b) the Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;

(c) the Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(d) the Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(e) the Corporation shall not make any "taxable expenditure," as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. Upon the dissolution of the Corporation or the winding up of its affairs, all of the funds or property of the Corporation shall be disposed of by transfer and distribution to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended. The following shall be characteristic of the receiving organization:

(a) that it be operated exclusively for charitable, scientific, literary or educational purposes;

- (b) that no part of the net earnings of the receiving organization shall inure to the benefit of any private shareholder or individual;
- (c) that no substantial part of the activities of the receiving organization constitutes the carrying on of propaganda or otherwise attempting to influence legislation;
- (d) that it does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office;
- (e) that it qualifies under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended; and
- (f) any such receiving organization(s) shall be selected by vote of the majority of the directors of the Corporation at a meeting called for this purpose. If for any reason such disposition cannot be effected, then the funds and property shall be distributed pursuant to an order, judgment or decree of a court having jurisdiction over the assets and property of the Corporation.

D. The general purposes and powers are:

1. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.
2. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
3. To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.
4. To do all other acts necessary or expedient for the administration to the affairs and attainment of the purposes of this corporation.

Article III – Members

The Corporation will have members at this time.

- A. An adult becomes a Member of the Booster Club by registering with the Secretary.
- B. A Member becomes a Voting Member of the Booster Club upon paying membership dues and terminates on June 30 of each year. Annual dues shall be assessed in such amounts as determined by a 2/3 majority of the members present at the organizational meeting for the upcoming year. Dues shall be payable at the beginning of each fiscal year or as families join the program.

Article IV – Officers

Section 1: General Requirements

The elected officers of the Corporation shall be a President and a Secretary, who may not be the same person. The Board of Directors may, if it so desires, elect the following six Officers: President, Vice-President, Secretary, Treasurer, Director of Communications, and Director of Fundraising. Only a Voting Member who is a parent, guardian, or other adult family member of a player on an LASA Soccer Team may be an Officer.

Section 2: Officer Duties

A. The President:

- ensures notice of a Booster Club meeting is sent to all Members in accordance with these Bylaws;
- presides at all meetings of the Booster Club;
- serves as an ex-officio member on all committees and acts as the liaison between the committees;
- acts as the liaison between the Booster Club and the LASA Head Soccer Coach, LASA Athletic Director, and the LASA Principal;
- guides the Officers and Committees in carrying out the exempt purposes of the Booster Club;
- enforces these Bylaws and the rules of the UIL, AISD, LASA governing booster clubs and any applicable provisions of the regulations relating to IRC §501(c)(3);
- meets regularly with the treasurer of the organization to review the organization's financial position; and
- may coordinate special projects.

B. The Vice President:

- may perform any of the duties of the President in the absence of the President;
- may perform duties assigned by the President;
- may coordinate special projects
- coordinates the banquet
- coordinates food for the players

C. The Secretary:

- ensures that Roberts Rules of Order are followed during Booster Club meetings and assists the President in maintaining order during meetings;
- coordinates with the treasurer to maintain the membership list (voting and non-voting);
- prepares minutes of all meetings of the Booster Club and provides a copy of the minutes and the attendance list to the membership by posting on the Booster Club's website.
- is responsible for maintaining official Booster Club governing documents including but not limited to Bylaws, amendments, IRS Determination letter and other tax documents; and
- may coordinate special projects.

D. The Treasurer:

- assists in financial planning of Booster Club activities;
- by December 1 of each year, submits a proposed annual budget for the Booster Club for the fiscal year July 1-June 30, based on proposed fundraisers and requests to fund certain items or events for the upcoming school year;
- oversees the financial activities of the Booster Club, using sound general accounting principles and ensures the maintenance of accurate financial records, which includes receiving and disbursing all Booster Club funds;
 - reconciles all bank statements as received and resolve any discrepancies with the bank within

- 30 days of month end;
- files sales tax reports as required by the comptroller's office (monthly, quarterly, or annually);
- file annual tax reports with the IRS 4 ½ months after club year end (Paper Form 990 if gross receipts are >\$200,000, Paper Form 990-EZ if gross receipts are >\$50,000 but less than \$200,000 or Form 990-N (online form only) if gross receipts are <\$50,000);
- issues receipts for all monies received and deposits said amounts in a timely manner;
- works with the Director of Communications to facilitate receipt of electronic donations and payment of Booster Club merchandise;
- provides a written financial report at each Booster Club meeting;
- provides a written financial report to the Booster Club members after each fundraiser; and
- may coordinate special projects.

E. The Director of Communications:

- maintains any website, Facebook page and other social media accounts under the direction of the LASA Soccer Coach and the President;
- oversees the accuracy of information disseminated about the LASA Soccer team, players and program on the Booster Club and LASA's websites and manages the profile information provided to Soccer sites, including stats and profiles;
- in accordance with these bylaws and at the direction of the President posts meeting notices and maintains a calendar of events;
- facilitates communication among the membership;
- coordinates the collection of player and team photographs and ensures media releases are obtained prior to the posting of photographs to the Booster Club's or LASA's website and social media accounts;
- works with the Treasurer to facilitate receipt of electronic donations and payment of Booster Club merchandise; and
- may coordinate special projects.

F. The Director of Fundraising:

- oversees Booster Club fundraisers;
- submits a request for approval of a proposed Booster Club fundraiser to the LASA Head Soccer Coach at least two weeks before the fundraiser begins;
- ensures that a Booster Club fundraiser is approved by the LASA Athletic Director or Principal before the fundraiser begins, if necessary;
- coordinates with other officers to ensure thank-you letters are sent to Booster Club donors, if necessary.

Section 3 – Officer Term and Election

The term for an Officer is one fiscal year, but an Officer may be re-elected to the same position for consecutive years. Officers are elected at the last regular meeting of a fiscal year. Nominations for Officer positions are solicited from Members before the meeting in which the election is to be held and may also be taken from the floor during the meeting. Elected Officers assume their duties on July 1 of each year.

Section 4 – Officer Vacancy

An Officer vacancy is filled for the remainder of the term by being appointed by the President and confirmed by the remaining Officers. If the position of President becomes vacant, the position is filled (in order) by the Vice President, Secretary, or Treasurer.

Section 5 – Officer Removal

An Officer may be removed from his or her position with two-thirds of the votes cast at a Booster Club meeting, if the Officer is delinquent in his or her duties. Written notice containing specific complaints about the Officer must be presented to the President at least two weeks before the meeting at which the removal is to be considered.

Section 6 – Officer Records

An Officer must deliver to his or her successor any official records as soon as possible, but no later than one month, after the new Officer assumes his or her duties.

Article V – Committees

The Booster Club may create Committees to accomplish the goals and carry out the work of the Booster Club. Any Member may be the chair of a Committee.

Article VI – Governance

Section 1 – Quorum

A quorum for a Booster Club meeting is 10% of the Voting Members. A vote taken at a Booster Club meeting without a quorum has no effect.

Section 2 – Voting

Each Voting Member has one vote. Except as otherwise provided, all matters that require action by a vote of the Booster Club are decided by a majority of votes cast at a meeting for which there is a quorum. Voting may be accomplished by ballot or show of hand.

Section 3 – Meetings

The Booster Club must meet at least three times each fiscal year, on a schedule determined by the President. Additional meetings of the Booster Club may be scheduled by the President, by written request of an Officer, or at least five Voting Members. At least three days notice of a Booster Club meeting must be given by posting to the Booster Club website, other official Booster Club social media accounts or by email to the Members.

Section 4 – Bylaw Amendments

These Bylaws may be amended by vote of the Booster Club after a written proposed amendment has been made available for review by the Members at least 10 days before the meeting in which the vote is taken. To be approved, an amendment must receive two-thirds of the votes cast at a Booster Club meeting at which a quorum is present.

Section 5 – Budgeting and Funding

The Booster Club funds and other assets must be used solely to advance the exempt purposes of the Booster Club, as stated in these Bylaws. An annual budget must be approved by the Booster Club by December 1 of each year. Any amendments to the annual budget must receive two-thirds of the votes cast at a Booster Club meeting at which a quorum is present. All expenditures must be in accordance with the approved annual budget or specifically approved by the Booster Club in accordance with this Section 5 and such expenditures must further the exempt purpose of the Booster Club. A request to fund a specific

item or event may be made at any time but must be submitted to the Booster Club in writing and approved by the Booster Club in accordance with this Section 5.

Section 6 – Dissolution

The Booster Club may be dissolved with 75% of the votes cast at a Booster Club meeting. Upon the dissolution of the Booster Club, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the IRC, 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.

Article VII – Fundraisers

The Booster Club will fundraise throughout the school year in order to raise funds to support the annual budget. A fundraiser must be in compliance with AISD policy, such as duration, if held on the LASA school grounds.

Article VIII – Conflicts of Interest Policy

The Conflicts of Interest Policy attached as Exhibit “A” is adopted by the Booster Club.

President

Printed Name

Secretary

Printed Name

EXHIBIT "A"

CONFLICT OF INTEREST POLICY
FOR
LASA SOCCER BOOSTER CLUB

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

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

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

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

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.