

## **AMENDED AND RESTATED BYLAWS**

### **KINGWOOD PARK HIGH SCHOOL ALL SPORTS BOOSTER CLUB**

**(As adopted October 27, 2025)**

These Amended and Restated Bylaws ("Bylaws") supersede and take the place of the heretofore existing Bylaws and any amendments or restatements thereof of Kingwood Park High School All Sports Booster Club, pursuant to the Texas Non-Profit Corporation Act (the "Act").

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#### **ARTICLE I: NAME; PURPOSE; OFFICE; AGENT**

##### **Section 1. Name**

The name of this corporation is "Kingwood Park High School All Sports Booster Club" (the "Booster Club").

##### **Section 2. Purpose**

The Booster Club's purpose shall be to:

- Support and promote all athletic programs at Kingwood Park High School
- Provide financial and volunteer support for student-athletes and coaches
- Foster school spirit and community engagement in athletics
- Enhance the athletic experience for all student-athletes at Kingwood Park High School

The Booster Club shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

##### **Section 3. Registered Office and Registered Agent**

The Booster Club shall maintain a registered office and registered agent in the State of Texas. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the applicable state agency pursuant to the provisions of the Act.

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#### **ARTICLE II: MEMBERS AND MEMBER MEETINGS**

##### **Section 1. Classes of Members**

The Booster Club shall have one (1) class of voting members and one (1) class of non-voting members, designated as follows:

### **Voting Members:**

- Parent/Guardian Members
- Faculty/Staff Members

### **Non-voting Members:**

- Student-Athlete Members
- Community Supporter Members

### **Section 2. Qualifications**

All Members specified in this Section 2 shall at all times support the Booster Club's mission and meet other qualifications as may be determined by the Board from time to time. Further, Members shall have paid, and continue timely to pay, the annual dues (if any) and any fees required of them pursuant to the class of membership to which they belong. Any voting Member delinquent in the payment of dues following notification of the violation and failure to cure for 30 days, shall not be entitled to vote. Further qualifications apply to membership as follows:

- (a) **Parent/Guardian Members.** A Parent/Guardian Member is a parent or legal guardian of a current student-athlete participating in any athletic program at Kingwood Park High School.
- (b) **Faculty/Staff Members.** A Faculty/Staff Member is any faculty member, coach, or staff member employed by Humble ISD and associated with Kingwood Park High School.
- (c) **Student-Athlete Members.** A Student-Athlete is any student enrolled at Kingwood Park High School who is actively participating in a school-sanctioned athletic program.
- (d) **Community Supporter Members.** A Community Supporter is any individual who supports the mission of the Booster Club but does not qualify as a Parent/Guardian or Faculty/Staff Member.

### **Section 3. Termination of Membership**

(a) **Suspension or Termination.** A Member may be suspended or terminated from Membership for conduct that is detrimental to the Booster Club's mission or contrary to the Booster Club's Articles or these Bylaws in the discretion of the Board. The Board shall provide written notice to the Member at least fifteen (15) days before the meeting where the suspension or termination will be voted on and the reasons therefore. The Board shall provide the Member an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the suspension or termination. Any written notice that is mailed shall be sent to the last address of the Member shown on the Booster Club's records.

### **Section 4. Privileges of Membership**

(a) **Voting.** Except to the extent that the voting rights of any class of Members are limited or denied by these Bylaws, each member of each voting class who has paid the dues required for that class

shall have one vote upon each matter submitted to a vote at any meeting of the Booster Club's Members, annual or special, and may vote in person or as designated in Article II, Section 13. Members of each class designated in these Bylaws as a non-voting class shall not have voting privileges.

(b) **Serving on the Board or Committees.** Except to the extent that the ability to serve on the Board or a Board Committee for any class or classes of Members are limited or denied by these Bylaws, each member of each class designated in these Bylaws as a voting class who has paid the dues required for that class shall have the right to serve on the Board or a Committee. Members of each class designated in these Bylaws as a non-voting class shall not be eligible to serve on the Board or a committee.

(c) **Other Privileges.** Other membership privileges include rights to participate in various activities, programs, events, and publications of the Booster Club as may be designated from time to time by the Board of Directors and to inspect records as required by the Act.

#### **Section 5. Membership Year**

Annual memberships shall extend for twelve (12) months from July 1 to June 30.

#### **Section 6. Annual Meeting**

The Annual Meeting of Members, for the purpose of electing Officers, determining club dues and fees, and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board may determine between August 1 and December 1 ("Annual Meeting"). At each Annual Meeting of Members, a report on the Booster Club's activities and financial condition shall be presented. If for any reason an Annual Meeting is not held during the time period set forth above, a deferred Annual Meeting may thereafter be called and held in lieu thereto as soon as practical. Notice of the Annual Meeting should, to the extent available, include a list of officer nominees.

#### **Section 7. Special Meetings**

Special meetings of the Members may be held at any time and place for any purpose, unless otherwise proscribed by the Act, on call of the Board, the President, or the Secretary, and shall be called by the Secretary on the written request signed and dated by at least five percent (5%) of the voting Members presented to the Secretary.

#### **Section 8. Adjourned Meetings**

Unless otherwise provided by the Act, if an Annual, regular, or special meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment.

### **Section 9. Record Date for Notice**

Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting.

### **Section 10. Quorum**

Thirty-three percent (33%) of the voting Members of the Booster Club, present in person, shall constitute a quorum for the transaction of business at any Member meeting.

### **Section 11. Manner of Acting; No Proxies**

The vote of a majority (51%) of the Members entitled to vote represented at a meeting where there is a quorum shall be the act of the Members, unless the act of a greater number is required by the Act or by these Bylaws. No proxies shall be permitted.

### **Section 12. Presiding Officer**

The President, and in their absence, a Vice President, and in their absence any person chosen by the voting Members present shall call the meeting of the voting Members to order and shall act as chair of the meeting. The Secretary of the Booster Club shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of that meeting.

### **Section 13. Voting**

After providing the notice required under Article IV, below, the Booster Club will determine the mechanisms by which Members may cast a vote, subject to the Act. The mechanisms that may be considered include in-person voting, written ballots, and electronic voting via computer or other technology for transmitting the Member's vote. Electronic voting may include email, online voting platforms, or other electronic communication methods that allow for verification of the voter's identity and intent.

### **Section 14. Presumption of Assent**

A Member of the Booster Club who is present at a Member meeting or a Member committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Member's dissent is entered in the minutes of the meeting.

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## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1. General Powers and Authority**

The Booster Club shall have powers to the full extent allowed by the Act. Subject to the rights of the Members set forth in Article II above, the affairs of the Booster Club shall be exercised and

managed by the Board of Directors of the Booster Club (the "Board") directly, or if delegated, under the ultimate direction of the Board.

## **Section 2. Directors**

The Principal Officers set forth in Article V below shall be, ex-officio, the Directors of the Booster Club.

## **Section 3. Term of Office; Removal; Resignation**

Director terms run concurrently with the individual's term as a principal officer until that Director's officer term expires, the officer dies, is removed, or resigns pursuant to Article V.

## **Section 4. Annual Meeting**

The annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Members to make reports to the Members. The Annual Meeting is a regular meeting for purposes of the Act, which may be held without further notice, if held at such fixed time and place as the Board may provide by resolution.

## **Section 5. Other Regular Board Meetings**

In addition to the Annual Meeting, the Board may provide by resolution for regular or stated Board meetings, to be held at a convenient and fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution. The Board shall endeavor to meet nine (9) times per year.

## **Section 6. Special Meetings**

Special Board meetings may be held at any time and place for any purpose, unless otherwise prescribed by the Act, on call of the President or Secretary, and shall be called by the Secretary on the written request of any three (3) of the Directors then in office.

## **Section 7. Meetings by Telephone or Other Communication Technology**

Any or all Directors may participate in a regular or special Board meeting or in a Board committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other, vote on matters submitted to the Board, ask questions, and make comments during the meeting. Participation by such means shall constitute presence in person at a meeting.

## **Section 8. Place of Meetings**

Board meetings shall be held at a mutually convenient place as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

## **Section 9. Quorum**

A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority of the Director's present may adjourn the meeting without further notice.

## **Section 10. Manner of Acting; No Proxies**

At any meeting of the Board, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by the Act, or the Booster Club's Articles of Incorporation or these Bylaws. No proxies shall be permitted.

## **Section 11. Presumption of Assent**

A Director of the Booster Club who is present at a Board meeting or a Board committee meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting.

## **Section 12. Action Taken Without a Meeting of Directors**

(a) **Written Consent.** Any action required by these Bylaws, or any provision of the Act to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents setting forth the action so taken, signed by all of the Directors entitled to vote with respect to the subject matter thereof, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Any Director may revoke a consent by delivering a signed revocation of the consent to the President or Secretary before the date the last Director signs the consent. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. This is NOT a proxy vote - each Director is voting directly for themselves via written or electronic consent.

(b) **Use of Electronic Signature.** A Director may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory to serve as their signature. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the e-mail or electronic communication. Electronic votes via email are valid and binding when all Directors have responded with their consent.

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## **ARTICLE IV: NOTICE AND WAIVER OF NOTICE**

### **Section 1. Notice**

No additional notice beyond the resolution setting the meeting is required for Annual Meetings and regular meetings of the Board or the Members. Special meetings of the Board may be called by the President on twenty-four (24) hours' notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by the Act or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting. Notice shall be given in one of the methods described in Section 2 below.

### **Section 2. Methods of Giving Notice**

Notice of any special meeting of the Board or the Members, and any other notice required to be given under these Bylaws or the Act may be communicated by facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Booster Club's records.

### **Section 3. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act, the Articles of Incorporation, or these Bylaws, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Member or Director entitled to the notice, or by electronic mail and filed with the minutes or corporate records of the Booster Club. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

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## **ARTICLE V: OFFICERS**

### **Section 1. Number**

The officers of the Booster Club shall be President, Vice President of Operations, Vice President of Fundraising, Vice President of Membership, Vice President of Online Store, Vice President of Scholarship, Vice President of Programs and Social Media, Vice President of Merchandise, Vice President of Concessions, Secretary, Treasurer, and Parliamentarian, each of whom shall be elected

by the voting Members at the Annual Meeting of the Members. All officers shall be ex-officio members of the Board of Directors.

## **Section 2. Qualifications**

Only Parent/Guardian or Faculty/Staff Members who have been in good standing for at least one year shall be eligible to serve as an officer. To be eligible for the office of President, a member must have served on the Board for at least one year, except in the case where the President position is filled due to a vacancy.

## **Section 3. Election and Term of Office**

The principal officers of the Booster Club shall be elected each year by the Members at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Officers shall serve for one year from July 1 following their election to the following June 30, or until their successor is elected and qualified. No person shall serve in the same office for more than two (2) consecutive terms.

## **Section 4. Resignation**

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Booster Club, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

## **Section 5. Removal**

An officer may be removed from office with or without cause by the vote of a majority (51%) of the Members of the Booster Club either at a regular meeting or at any special meeting called for that purpose.

## **Section 6. Vacancies**

With the exception of the office of the President, the Board may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term. A vacancy in the office of President shall be filled by a Vice President, who shall serve for the remainder of the term followed by a full term as President. In the event that both the President and Vice President positions are vacant, the Board may fill the vacancies for the unexpired portion of the term.

## **Section 7. The President**

The President shall be the principal executive officer of the Booster Club and subject to the Board's oversight, shall in general supervise and control all of the day-to-day business and affairs of the Booster Club. The President shall, when present, preside at all Board meetings of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board, to appoint

such agents or contractors of the Booster Club as they deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents or contractors shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

## **Section 8. Vice Presidents**

Vice Presidents may by their election have charge and supervision of designated portions of the Booster Club's affairs. Vice Presidents shall perform such other duties as from time to time may be assigned by the President or by the Board.

(a) **Vice President of Operations.** The Vice President of Operations shall oversee the day-to-day administrative functions of the Booster Club, coordinate committee activities, and assist the President with organizational management.

(b) **Vice President of Fundraising.** The Vice President of Fundraising shall chair the Fundraising Committee, develop and implement fundraising strategies and events, coordinate major fundraising initiatives (such as Panther Cards and the Bricks at the Park fundraiser), and report on fundraising activities and results to the Board.

(c) **Vice President of Membership.** The Vice President of Membership shall manage the membership program, select and distribute membership recognition items based on membership levels, coordinate thank-you acknowledgments to donors, communicate giving information to relevant program coordinators and online systems, and maintain accurate membership records.

(d) **Vice President of Online Store.** The Vice President of Online Store shall manage the Booster Club's online store operations, run weekly sales reports for coaches, coordinate product inventory and fulfillment, and provide regular financial reports on store activities to the Treasurer.

(e) **Vice President of Scholarship.** The Vice President of Scholarship shall develop and manage the Booster Club scholarship program, establish scholarship criteria and application processes, coordinate the scholarship selection committee, and oversee the distribution of scholarship awards.

(f) **Vice President of Programs and Social Media.** The Vice President of Programs and Social Media shall be responsible for coordinating all aspects of athletic program production and the Booster Club's digital presence. At the discretion of the Executive Board, these responsibilities may be divided into two separate officer positions: Vice President of Programs and Vice President of Social Media.

The Vice President of Programs and Social Media shall serve as the primary liaison with the printing company for athletic programs, managing timelines, design specifications, and production schedules to ensure programs are completed and delivered prior to each athletic event.

The Vice President of Programs and Social Media shall actively solicit advertisements from local businesses, alumni, and supporters for inclusion in athletic programs, and shall work closely with coaches to obtain current team rosters, player photos, and season schedules. .

In the digital realm, the Vice President of Programs and Social Media shall oversee and manage all Booster Club social media accounts, including but not limited to Facebook, Instagram, X/Twitter, and any other platforms approved by the Executive Board. This officer shall create, curate, and schedule engaging content that promotes school spirit, highlights athletic achievements, announces upcoming events, and recognizes student-athletes, coaches, and volunteers.

This officer shall collaborate with coaches, the Athletic Department, and other Booster Club officers to gather photos, videos, and information for social media content, and shall ensure all posts comply with school district guidelines, UIL regulations, and student privacy requirements.

**(g) Vice President of Merchandise.** The Vice President of Merchandise shall be responsible for overseeing all aspects of the Booster Club's merchandise operations. This includes planning, coordinating, and managing the sale of spirit wear, promotional items, and other booster club merchandise throughout the school year, develop and maintain relationships with vendors and suppliers to ensure quality products at competitive prices, and shall manage merchandise inventory, including ordering, storage, and tracking of all items.

This officer shall organize and staff merchandise sales at athletic events, school functions, and other approved venues, and shall coordinate online merchandise sales platforms, if applicable. The Vice President of Merchandise shall work with the Treasurer to establish merchandise pricing that supports the club's fundraising goals while remaining accessible to families, and shall maintain accurate records of merchandise sales and submit financial reports to the Treasurer in a timely manner.

**(h) Vice President of Concessions.** The Vice President of Concessions shall oversee all concession stand operations at athletic events. This includes managing concession stand volunteers and scheduling, and coordinating inventory procurement and management with vendors. The Vice President of Concessions shall ensure compliance with all health and safety regulations, and shall maintain financial records of concession sales and expenses.

This officer shall provide regular reports to the Treasurer on concession operations, and shall coordinate with the Athletic Department regarding facility access and event schedules. The Vice President of Concessions shall develop and implement policies and procedures for concession operations, and shall report concession activities and financial performance to the Board.

## **Section 9. The Secretary**

The Secretary shall: (a) take and ensure retention of Board minutes in paper or electronic form; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required

by law; (c) be custodian of the corporate records; (d) manage the distribution of meeting minutes in accordance with Article V, Section 14; and (e) 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 by the Board.

#### **Section 10. The Treasurer**

The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Booster Club, and for moneys due and payable to the Booster Club from any source whatsoever, including the deposit of such moneys in the name of the Booster Club in banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (b) chair the Budget and Finance Committee; (c) coordinate with the Booster Club's tax preparer to prepare and file the Form 990 and relevant state tax documents on a timely basis and make regular reports to the Board regarding the status of the filings; (d) manage accounts payable; (e) provide regular financial reports on the financial condition of the Booster Club to the Board; (f) ensure all applicable dues, fees, and assessments are paid by their deadlines; and (g) in general perform all of the duties incident to the office of Treasurer including maintaining financial records and such other duties as from time to time may be assigned by the President or by the Board.

#### **Section 11. The Parliamentarian**

The Parliamentarian shall: (a) serve as an advisor to the President and Board on matters of parliamentary procedure and the interpretation of these Bylaws; (b) ensure that meetings are conducted in accordance with Robert's Rules of Order and these Bylaws; (c) rule on questions of order and procedure when requested by the presiding officer; (d) maintain a current copy of these Bylaws for reference during meetings; (e) review proposed motions and amendments for proper form before presentation to the Board or Membership; (f) assist in resolving procedural disputes; (g) review and recommend updates to these Bylaws as needed; and (h) in general perform all duties incident to the office of Parliamentarian and such other duties as from time to time may be assigned by the President or by the Board. The Parliamentarian's ruling on procedural matters may be appealed to the full Board or Membership as applicable.

#### **Section 12. Other Assistants and Acting Officers**

The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such office whenever, for any reason, it is impracticable for such officer to act personally. The assistant or acting officer shall have the power to perform all the duties of the office to which such person is appointed to be assistant, or as to which such person is so appointed to act, except as otherwise restricted by the Board.

#### **Section 13. Distribution of Minutes**

(a) **Automatic Distribution.** Minutes of all Board meetings shall be distributed to all Directors within fourteen (14) days following the meeting at which the minutes were approved by the Board.

(b) **Member Access.** Any voting Member in good standing may request copies of approved Board meeting minutes. Such requests shall be submitted in writing or by electronic mail to the Secretary.

(c) **Processing Requests.** The Secretary shall fulfill member requests for minutes within ten (10) business days of receipt of the request. Minutes shall be provided in electronic format unless the requesting member specifically requests paper copies.

(d) **Scope of Distribution.** Only approved minutes shall be distributed to Members. Draft or unapproved minutes shall not be distributed outside of the Board unless specifically authorized by Board resolution.

(e) **Confidential Matters.** The Board may designate certain portions of minutes as confidential, including but not limited to personnel matters, pending legal issues, or other sensitive matters. Such confidential portions may be redacted from copies distributed to Members upon Board authorization.

(f) **Annual Meeting Minutes.** Minutes of the Annual Meeting of Members shall be distributed to all voting Members within thirty (30) days following approval.

#### **Section 14. Compensation**

Officers of the Booster Club shall not receive compensation for serving as officers and Directors or for providing other personal services to the Booster Club. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

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### **ARTICLE VI: CONFLICTS OF INTEREST**

#### **Section 1. Conflict of Interest Policy**

Each Director, officer, and Member of a committee or subcommittee with Board-delegated powers shall comply with the Conflict of Interest Policy as may be adopted and amended by the Board from time to time.

#### **Section 2. Disclosure of Conflicts**

Each Director, officer, and member of a committee or subcommittee with Board-delegated powers shall annually complete and sign a Conflict of Interest Disclosure Statement as may be required by the Board from time to time.

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### **ARTICLE VII: COMMITTEES**

#### **Section 1. Board Committees**

Board committees shall include two (2) or more Directors of the Booster Club. Except as otherwise provided, the incoming President shall propose committee appointments for approval by the Board.

(a) **Powers Reserved to the Board.** Any Board committee, to the extent provided in the Board resolution, shall have and may exercise any of the Board's powers and authority, except that no committee shall have any power or authority as to the following: (i) fill vacancies on the Board or any committee with Board delegated powers; (ii) adopt, amend, or repeal the Bylaws; (iii) place a matter before the Members for a vote without specific Board approval; (iv) fix compensation of the Directors; (v) amend or repeal any Board resolution; or (vi) act on matters committed by the Bylaws or by Board resolution to another Board committee.

(b) **Ex-officio Member.** The President shall be an ex-officio member of all committees with full voting privileges except the Nominating Committee, if there is one.

(c) **Qualifications.** All committees shall include members of a class that is permitted to serve on Board committees. All committee members shall be in good standing.

(d) **Removal; Board Authority.** The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular Board meeting.

(e) **Term.** Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall serve until completion of the project or goal for which the committee was assembled, unless the Board removes the member or terminates the committee.

(f) **Committee Rules.** Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Act, the Articles of Incorporation, these Bylaws, and applicable Board resolutions. Any such additional rules shall be memorialized in the form of a Committee Charter approved by the Board.

## **Section 2. Standing Board Committees**

There shall be three (3) standing committees as follows:

(a) **Membership Committee.** The membership committee shall be chaired by the Vice President of Membership and shall facilitate the member recruitment and admission process pursuant to the Booster Club policies.

(b) **Fundraising Committee.** The fundraising committee shall be chaired by the Vice President of Fundraising and shall coordinate all fundraising activities and initiatives for the Booster Club, including major projects such as the Bricks at the Park fundraiser. The committee shall report its recommendations and results to the Board.

(c) **Budget and Finance Committee.** The Budget and Finance Committee shall be composed of the Treasurer, a Vice-President, and at least one additional Member. The Committee shall be chaired by the Treasurer. The Budget and Finance Committee shall prepare the annual budget and present it to the Board for approval. If approved by the Board, the budget shall be recommended to the Membership for approval. The Committee shall otherwise advise the Board on all matters related to the Booster Club's financial procedures and internal controls. The Committee shall conduct an annual audit of the Booster Club's financial records, which shall be performed by Board members other than the Treasurer. The results of the annual audit shall be presented to the Board and included in the Annual Meeting report to the Membership.

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## **ARTICLE VIII: STANDARD OF CONDUCT**

Directors must act in good faith and in a manner the Director reasonably believes to be in the Booster Club's best interests. The Director must act with the care that a person in like position would reasonably believe appropriate under the circumstances. A Director must disclose to the other Board members material information relevant to matters under consideration by the Board unless the Director has a legally enforceable responsibility of confidentiality. A Director may rely on the opinion of an attorney for the Booster Club.

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## **ARTICLE IX: SCHOOL RELATIONSHIP**

### **Section 1. Cooperation**

The Booster Club recognizes the importance of maintaining a cooperative relationship with Kingwood Park High School, Humble Independent School District, and the school's Athletic Department. The Booster Club will operate in accordance with all applicable school district policies and UIL regulations.

### **Section 2. Athletic Director Liaison**

The Athletic Director of Kingwood Park High School, or their designee, shall serve as a non-voting advisor to the Board and may attend Board meetings to provide guidance and ensure alignment with school policies and athletic department needs.

### **Section 3. Fund Distribution**

All funds raised and distributed by the Booster Club shall be allocated in accordance with the organization's charitable purpose and in consultation with the school's Athletic Department to ensure equitable support across all athletic programs.

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## **ARTICLE X: MISCELLANEOUS**

### **Section 1. Fiscal Year**

The fiscal year of the Booster Club shall begin on July 1 and end June 30 of each year.

### **Section 2. Books and Records**

The Booster Club shall keep at its principal or registered office copies of its current Bylaws; correct and adequate records of accounts and finances as required by the Act, but for no less than the last seven years; Board minutes, and any minutes which may be maintained by Board committees; records of the name and address of each Director and each officer; a copy of its current annual report; an alphabetized accurate membership list; and such other records as may be necessary or advisable.

### **Section 3. Corporate Acts**

The President shall have authority to sign, execute and acknowledge on behalf of the Booster Club, all contracts, reports, and all other documents or instruments necessary or proper to be executed in the course of the Booster Club's regular business, or which shall be authorized by Board resolution. Except as otherwise provided by the Act or directed by the Board, the President may authorize in writing any officer or agent of the Booster Club to sign, execute and acknowledge such documents and instruments in their place and stead. The Secretary of the Booster Club is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Booster Club.

### **Section 4. Loans**

No money shall be borrowed on behalf of the Booster Club and no evidence of such indebtedness shall be issued in its name unless authorized by a Board resolution that complies with the Act. Such authority may be general or confined to specific instances.

### **Section 5. Insurance**

The Board shall procure and maintain reasonable insurance to protect the Booster Club's financial assets and the Board.

### **Section 6. Deposits**

All Corporate funds, not otherwise employed, shall be deposited in a timely manner to the Booster Club's credit in banks, investment firms or other depositories as the Board may select.

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## **ARTICLE XI: AMENDMENTS**

### **Section 1. Authority to Amend**

These Bylaws may be amended by either the Board of Directors or the Members as provided in this Article XII.

## **Section 2. Amendments by the Board of Directors**

(a) **Procedure.** Any amendment permitted by the Act may be proposed by any Director and adopted by a majority (51%) of the members of the Board of Directors then in office at any regular or special Board meeting at which a quorum is present.

(b) **Notice Requirements.** Written notice of any proposed amendment to these Bylaws must be provided to all Directors at least seven (7) days prior to the Board meeting at which the amendment will be considered. The notice shall include the full text of the proposed amendment and a brief explanation of its purpose.

(c) **Emergency Amendments.** In cases of emergency or urgent necessity, the Board may waive the seven-day notice requirement by unanimous consent of all Directors then in office, provided that the full text of the proposed amendment is provided to all Directors at least twenty-four (24) hours prior to the meeting.

## **Section 3. Amendments by the Members**

(a) **Procedure.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a sixty-six percent (66%) super-majority vote of the voting Members of the Booster Club present at any regular or special meeting thereof at which a quorum is established.

(b) **Notice Requirements.** Written notice of any proposed amendment to these Bylaws must be provided to all voting Members at least thirty (30) days prior to the meeting at which the amendment will be considered. The notice shall include the full text of the proposed amendment, a brief explanation of the purpose and effect of the amendment, and the date, time, and location of the meeting at which the amendment will be voted upon. The notice shall also include a statement that Members may submit written comments or questions regarding the proposed amendment to the Board prior to the meeting.

(c) **Member-Initiated Amendments.** Voting Members may propose amendments to these Bylaws by submitting a written petition signed by at least ten percent (10%) of the voting Members in good standing to the Board. Upon receipt of a valid petition, the Board shall place the proposed amendment on the agenda for the next regular or special meeting of the Members, provided that the thirty-day notice requirement can be satisfied.

## **Section 4. Documentation and Distribution**

(a) **Recording Amendments.** All amendments to these Bylaws shall be recorded in the official minutes of the meeting at which they were adopted, including the date of adoption, the vote count, and the full text of the amendment as adopted.

(b) **Updated Bylaws.** Within thirty (30) days of any amendment being adopted, the Secretary shall prepare and distribute an updated, complete version of the Bylaws incorporating all amendments. The updated Bylaws shall include a notation indicating the date of the most recent amendment.

(c) **Distribution.** Updated Bylaws shall be distributed to all Directors immediately upon preparation and shall be made available to all voting Members upon request. The current version of the Bylaws shall also be posted on the Booster Club's website, if one exists, or made available through other electronic means accessible to the membership.

(d) **Official Copy.** The Secretary shall maintain the official copy of the current Bylaws, including a record of all amendments, as part of the corporate records of the Booster Club.

### **Section 5. Effective Date**

Unless otherwise specified in the amendment itself, all amendments to these Bylaws shall become effective immediately upon adoption.

### **Section 6. Conflicting Provisions**

In the event of any conflict between an older provision and a newly amended provision of these Bylaws, the newly amended provision shall control.

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## **ARTICLE XIII: DISSOLUTION**

### **Section 1. Dissolution**

The Booster Club may be dissolved by sixty-six percent (66%) super-majority vote of the board of directors. Upon dissolution, the Booster Club shall pay or provide for all debts and obligations outstanding in accordance with the applicable law.

### **Section 2. Distribution of Assets**

Upon dissolution and after payment or provision for all debts and obligations, all remaining assets of the Booster Club shall be distributed exclusively to Kingwood Park High School for use in support of its athletic programs. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

### **Section 3. Restriction on Distribution**

No assets of the Booster Club shall be distributed to any other organization, entity, or individual upon dissolution, except as may be necessary to satisfy outstanding debts and legal obligations. All residual assets after satisfaction of debts shall be transferred solely to Kingwood Park High School as provided in Section 2 of this Article.

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**Certified a true and correct copy of the Bylaws adopted on October 27, 2025, by the Booster Club Membership.**

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**Kingwood Park High School All Sports Booster Club**

