

**AMENDED AND RESTATED
BY-LAWS
OF
BELLAIRE LACROSSE CLUB
Amended and Restated effective 13 January 2017**

ARTICLE I - ORGANIZATION

Bellaire Lacrosse Club is a Texas non-profit corporation which was incorporated January 15, 2010 pursuant to the Articles of Incorporation of Bellaire Lacrosse Club.

The registered office of Bellaire Lacrosse Club (the “Booster Club”), as required by the Texas Non-Profit Corporation Act (the “Act”), shall be located in the State of Texas, Harris County and the registered agent shall be subject to service at such address. The address of the registered office and the registered agent may be changed from time to time by the board of directors of the Booster Club (the “Board”).

The operating address of the Booster Club shall be determined by the Board and may be changed from time to time by the Board. At the time of adoption of these By-Laws the operating address is:

Bellaire Lacrosse Club
PO BOX 2541
Bellaire, TX 77402

ARTICLE II - PURPOSE

SECTION (1):

The Booster Club exists for the purpose of supporting Bellaire Men’s Lacrosse Club (the “Lacrosse Club”). The Lacrosse Club is a school sponsored sports club whose members consist of student athletes participating in competitive lacrosse. The Lacrosse Club maintains a separate set of by-laws in accordance with Bellaire High School requirements. Overall leadership of the Lacrosse Club is provided by the coaching staff, school sponsor, and elected student officers. The Booster Club’s mission is to support the objectives of the Lacrosse Club by broadening the involvement of students, Lacrosse Club team members, their families, and Bellaire High School. In addition, the Booster Club supports the Lacrosse Club through direct interaction with the coaching staff and provision of volunteers to assist the coaches with team operations.

Financial activities related to the men’s lacrosse program at Bellaire High School are conducted by the Booster Club, not the Lacrosse Club. The Booster Club will charge fees to members of the Lacrosse Club and pay expenses related to the Lacrosse Club (example, coach stipends, referee fees, Texas High School Lacrosse League dues, etc.). The Booster Club will maintain a bank account to administer funds.

The Booster Club works to achieve its purpose by promoting active participation by as many parents as possible in the organization. The Booster Club shall provide a structure to meet the team's financial needs and to monitor financial activity. The Booster Club is responsible for fundraising, organization of volunteers, as well as to support, promote, and maintain a high standard of integrity and good sportsmanship in all athletic and community service activities of the Lacrosse Club. Other objectives are:

- to raise student, school, and public awareness of the sport of lacrosse,
- to raise funds to support the Lacrosse Club,
- to set and collect dues of Men’s Lacrosse Club team players,
- to promote and encourage more young men to get involved in lacrosse,
- to promote leadership opportunities for student athletes in the Lacrosse Club,
- to establish an annual budget,

- to consider player scholarships, and
- to provide other support and assistance to the Lacrosse Club at Bellaire High School, as deemed necessary.

ARTICLE III – BOARD OF DIRECTORS

SECTION (1): General Powers

The affairs of the Booster Club shall be managed and voted upon by the Board.

SECTION (2): Number of Directors

The number of directors shall be no less than four (4) and no more than ten (10) as provided from time to time by resolution of the Board.

SECTION (3):

The head lacrosse coach, school sponsor, and President of the Lacrosse Club (“Relationship Directors”) are granted automatic membership in the Board without election for as long as they hold those positions.

SECTION (4): Election and Term

Directors other than Relationship Directors shall be elected each year at the annual meeting of the Board, and each such director shall hold office, unless removed in accordance with the provisions of these By-Laws or due to resignation, for a one-year term or until his successor shall have been elected. Each director shall qualify by accepting his election to office either expressly or by acting as a director. Directors may hold successive terms without limitation.

SECTION (5): Resignation

Any director may resign at any time. Resignations shall preferably be made in writing and shall take effect at the time specified therein, or if no time is specified, upon receipt by the Board, the President or the Secretary. The acceptance of a resignation shall not be required to make it effective, unless expressly so provided in the resignation.

SECTION (6): Vacancy

Any vacancy or vacancies occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION (7): Removal

Any director other than a Relationship Director may be removed from office by the Board at any time without cause by a majority vote of the remaining directors.

SECTION (8): Compensation

Directors shall not receive compensation for their services as directors. The Booster Club may provide the head lacrosse coach and the school sponsor compensation for their services in the capacities as coach and sponsor in accordance with Section 22.054 of the Act.

SECTION (9): Informal Action by Unanimous Written Consent

Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken shall be signed by all the directors then serving.

SECTION (9): Annual Meeting

The annual meeting of the Board shall be held in May of each year for the purpose of electing directors and transacting any and all such other business as may properly be brought before or submitted to the meeting.

SECTION (9): Regular Meetings

Not less than 5 Regular meetings of the Board shall be held on a scheduled basis during the calendar year. This schedule will be determined by the President. Location and time of these meetings will be determined by the President. Written notice of the place and time of regular meetings shall be given to each member of the Board at least two (2) days prior to the meeting via letter, email, or text message.

SECTION (10): Special Meetings

Special meetings of the Board may be called by the President or by a majority of the directors. Written notice of the place and time of special meetings shall be given to each member of the Board at least two (2) days prior to the meeting via letter, email, or text message.

SECTION (11): Proxy

In the event that any of the Relationship Directors is unable to attend a meeting of the Board, he/she may designate another individual to attend the meeting in his/her place and to act in his/her stead at any such meeting, in order to ensure adequate representation of the Lacrosse Club. Such designation may be made verbally, via text, email, or voice message to either the president or the secretary.

SECTION (12): Quorum

A majority of the directors shall constitute a quorum at any meeting. A majority of those directors present and voting at any meeting of the Board shall decide each matter considered.

ARTICLE IV - OFFICERS AND ELECTIONS

SECTION (1): The officers of the Booster Club shall be members of the Board and shall be determined by and elected by the Board. The Relationship Directors may not be officers of the Booster Club. The offices shall consist of the following positions together with their primary responsibilities:

President: It shall be the duty of the president to establish the agenda for and preside over all meetings of the Booster Club. The president shall perform all of the duties of the office, including being the chief executive of the Booster Club, having general management and oversight responsibility, and authority to make, execute, acknowledge and deliver all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases, receipts, documents, and any and all other instruments of any kind or character for and on behalf of and in the name of the Booster Club, and he shall so and perform such other duties and have such additional authority and powers as from time to time may be assigned or conferred upon him by the Board.

Vice President /Operations: The Vice President /Operations shall organize and oversee all aspects of providing the necessary operational support to the coaching staff. These duties include, but are not limited to, ordering materials including uniforms, spirit gear, player equipment, team equipment, team supplies, and the team program. The Vice President/Operations shall also be responsible for organizing and coordinating communications, schedules (practice and games), home game operations, tournaments, the annual alumni game, the end of the year party and team awards. In addition, the VP Operations assists the President with his or her duties as necessary.

Treasurer: The Treasurer shall organize and oversee all aspects of financial requirements and internal financial controls of the Booster Club. These duties include, but are not limited to, creating an operating budget,

maintaining an accounting of all receipts and disbursements, monitoring budget-to-actual activity throughout the year, and reporting such activity to the Board; collection and timely deposit of dues and all other revenues, and making disbursements. In addition, the VP Finance assists the President with his or her duties as necessary.

Vice President /Fundraising: The Vice President /Fundraising shall organize and oversee all aspects of fundraising. In addition, the VP Fundraising assists the President with his or her duties as necessary.

Secretary: It shall be the duty of the Secretary to keep written records of all meetings of both the Board. The Secretary shall also maintain a Booster Club membership list including all contact information. The secretary may sign in the name of the Booster Club or attest to the signatures of other officers on all written instruments.

SECTION (2): Election and Removal of Officers

A: Election of Officers

The officers of the Booster Club shall be determined by and elected by the Board.

Election of officers will typically take place at the annual meeting of the Board. Officers shall be elected by a majority vote of the directors.

SECTION (3): Contracts

The President has the authority to obligate the Booster Club, or to delegate such authority to other officers as he or she deems necessary, in contractual agreements. Contracts include, among other things, any and all purchase orders, retail purchases, rental agreements, and facilities usage/membership agreements. The President and his delegates must seek majority approval from the Booster Club board (minimum 4 members present after duly notice has been given) to obligate the Booster Club for amounts in excess of \$1,000.

SECTION (4): Banking Authority

The President and Treasurer shall be signatories on the Booster Club bank account and have all authority commensurate with banking relations including, but not limited to, opening and closing bank accounts for the Booster Club, signing checks on the bank account, adding or deleting other Board Members as signatories or debit card holders to the bank account, transferring funds from various bank accounts, holding debit cards, accepting payments for fees, dues, donations, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Booster Club shall be signed by either the President or Treasurer.

ARTICLE V - COMMITTEES

SECTION (1):

The power to form special committees and appoint their members rests with the Booster Club and its Board. Any committees formed shall have the authority and scope of operations as delegated to it by the Board as evidenced in resolutions of the Board. Any committee delegated authority which could bind the Booster Club shall have at least one member of the Board on the committee.

ARTICLE VI - PROPERTY RIGHTS

Membership in the Board shall not title nor vest any of the Directors with any property rights or rights that have monetary value of any kind whatsoever, including but not limited to, property rights or monetary rights in the school or in the assets of the Booster Club.

ARTICLE VII - AMENDMENTS

Amendments to the By-Laws may be recommended by any member of the Board in writing to the President. Such amendments will be presented by the President at the next meeting of the Board for consideration and vote.

ARTICLE VIII - RELATIONSHIP WITH BELLAIRE HIGH SCHOOL AND SCHOOL SPONSOR

As a club sport of Bellaire High School, the Lacrosse Club is assigned a Bellaire High School employee who acts as a liaison between the Lacrosse Club and Bellaire High School and serves as a “sponsor” of the Lacrosse Club on behalf of Bellaire High School. The Booster Club shall operate in support of the Lacrosse Club, Bellaire High School, and the school sponsor.

ARTICLE IX - IMMUNITY

The Booster Club shall have the same immunity as the local board of education in all matters related to the functions of the school.

ARTICLE X - PROHIBITED ACTS

As long as the Booster Club is in existence, and except with the prior approval of the Booster Club Board, no officer, committee member, or member of the Board shall:

- (a) perform any act in violation of the By-Laws,
- (b) perform any act with the intention of harming the Booster Club, the Lacrosse Club, Bellaire High School, or any of their operations,
- (c) perform any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Booster Club,
- (d) receive an improper personal benefit or compensation from the operation of the Booster Club,
- (e) use the assets of the Booster Club, directly or indirectly, for any purpose other than carrying on the business of this Booster Club,
- (f) wrongfully transfer or dispose of Booster Club property, including supplies or equipment, or
- (g) use the name of the Booster Club (or any substantially similar name) or any trademark or trade name adopted by the Booster Club, except on behalf of the Booster Club in the ordinary course of the Booster Club’s

goals.

ARTICLE XI – RATIFICATION OF BY-LAWS

These By-Laws were adopted by the Bellaire Lacrosse Club board of directors on 13 October 2016, and subsequently ratified during a parent meeting on 13 January 2017 to be effective immediately.

BLC President 2016-2017
David H. Falloure

BLC Treasurer 2016-2017
Jim Harrison

BLC Vice President/Operations 2016-2017
Jeff Wu

BLC Vice President/Fundraising 2016-2017
Ann Marie Falloure

BLC Secretary 2016-2017
Philip Cordova