

BYLAWS

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BASIS Northeast Boosters

(Adopted on January 25, 2022)

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation is the **BASIS San Antonio Northeast Boosters** (the “Boosters”).

Section 1.2. Purposes. BASIS San Antonio Northeast Boosters is organized and operated exclusively for educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, BASIS San Antonio Northeast Boosters is organized and operated as a parent-led organization to provide assistance to BASIS San Antonio Northeast, a public charter school in San Antonio, Texas. Our sole purpose is to further the resources necessary to assist the school with furthering educational resources, health and wellness, and learning experiences to the students, teachers, parents, administrators, and other community members affiliated with BASIS San Antonio Northeast campus. BASIS Northeast Boosters, being organized exclusively for educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code. Under no circumstances shall BASIS Northeast Boosters make any distributions that are inconsistent with its purpose statement above.

Section 1.3. Powers. The Boosters is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code; provided, however, the Boosters shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxes an organization described in Section 501(c)(3) of the Code. The Boosters shall be noncommercial, nonsectarian, and nonpartisan.

In addition to the foregoing powers, and not in limitation thereof, the Board of Directors shall be further authorized to accept contributions and aid from the United States, the State of Texas and any person or corporation for the furtherance of the Boosters’ Exempt Purposes. The Boosters is organized and shall be further authorized to accept, hold, invest, reinvest and administer any such gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate its assets and all income therefrom for, and to devote the same to, the Exempt Purposes of the Boosters.

Section 1.4. Offices. The Boosters may have, in addition to its registered office, offices at such places as the President may from time to time determine or as the activities of the Boosters may require.

Section 1.5. Personal Application. All present or future parents, guardians, grandparents, teachers, and administrative officials of the School who subscribe to the objectives of the Boosters are subject to the regulations of these Bylaws as set forth herein.

Section 1.6 Organizational Seal: The Boosters shall not have a seal.

ARTICLE TWO

BOARD OF DIRECTORS

Section 2.1. General Powers. The activities, property and affairs of the Boosters shall be managed by its Board of Directors, which may exercise all such powers of the Boosters and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these Bylaws.

Section 2.2. Number, Election, Qualification, Classification and Term.

(a) Number. The Board of Directors of the Boosters shall consist of a President, Secretary, Treasurer, not less than three (3) and not more than five (5) Vice Presidents, as determined from time to time by a resolution adopted by a vote of a majority of the directors then serving in office; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, and two (2) Directors, one representing BASIS San Antonio Primary Northeast and one representing BASIS San Antonio Northeast.

(b) Election. The Board of Directors shall be elected by the majority vote of its Members at a general election of the Booster membership.

(c) Qualifications. Each member of the Board shall be a Member of the Boosters, shall be in good standing with the school, and shall reside in the State of Texas. The nominees for Booster President shall be limited to a currently serving Board member (voting or non-voting) or Committee Chairperson only. In addition, all nominees prior to the vote, will read and agree to abide by the current bylaws as attested by their signature.

(d) Term. The President and Treasurer shall be elected for two-year terms. Elections for President shall be held in even numbered election years, and elections for Treasurer shall be held in odd numbered election years. All other officers shall be elected for one-year terms. Officers and directors shall hold office from the calendar day following the final school day during the school year in which they are elected, until the last school day during the final school year in which they hold office. A duly elected Officer or Director may succeed himself or herself for only one consecutive term. After serving two consecutive elected terms, an Officer or Director must vacate his/her position for at least one year before seeking re-election to another term.

(e) Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation or removal may be filled at a special meeting of the Directors called for that purpose or at an annual meeting or regular meeting of the Directors by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. A Director elected to fill such vacancy shall be elected for the unexpired term of his predecessor in office. Any vacancy occurring by reason of an increase in the number of Directors may be filled by election at a special meeting of the Directors called for that purpose or at an annual meeting.

Section 2.3. Removal. Any Director may be removed at any time, either for or without cause, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, if notice of the intention to act upon such matter shall have been provided to the Director proposed to be removed at the same time the notice of the meeting is delivered.

Section 2.4. Resignation. Any Director may resign at any time by delivering written notice to the President and Secretary of the Boosters. The resignation is effective when the notice is delivered unless the notice specifies a later effective date. More than three (3) consecutive absences from the regular meetings of the Board of Directors shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting, unless a majority of the Board votes that this provision should not apply due to exceptional circumstances. Alternatively with the Board's vote, the former Director may continue to perform the duties of the position as a non-voting committee chair.

In the event a Director ceases to be a Member as described in Section 2.2 of these Bylaws, the Directorship shall immediately and automatically terminate.

Section 2.5. Regular Meetings. The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Fifty percent (50%) of the members of the Board shall constitute a quorum. Each Board member shall have one vote. The Board may make such rules and regulations covering its meetings at its discretion. The Secretary shall notify each Director of the date, time and place of each regular meeting not less than five (5) calendar days prior to each regular meeting. Except as otherwise provided by these Bylaws, the business to be transacted at a regular meeting need not be specified in the notice of the meeting. Except as otherwise provided by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.6. Special Meetings. Special meetings of the Board of Directors may be called (a) by two (2) or more Directors by written request delivered to the President or the Secretary or (b) by the President. Notice of a special meeting shall be given to each Director by the Secretary or the President not less than one (1) nor more than sixty (60) calendar days prior to such special meeting. Except as otherwise provided by these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of such meeting and any and all business may be transacted at any special meeting.

From time to time serious issues may arise requiring an emergency vote without the possibility of a physical meeting of the Board. In those circumstances, the director seeking the vote must petition the Secretary and President for approval of distribution of a written consent voting form to the entire board. Once approved, the Secretary will distribute voting forms via email to all Board Members to be returned within 24 hours. A majority of the Board (not limited to responding votes) must vote in favor for a successful resolution.

Section 2.7. Quorum and Manner of Acting. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.]

A Director may vote in person or by being present through a teleconference at the Board meeting as outlined in Section 2.8.

If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.8. Meetings via Electronic Communications. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which each person participating in the meeting can communicate with all other participants, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 2.8 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 2.9. Notices. It shall be the duty of the Secretary to prepare a notice to the Board of Directors of each general or special meeting of the Board of Directors, stating the time and place thereof. It shall not be construed to require personal notice. Notice will be given to the Directors in writing, by electronic mail or by other agreed upon electronic transmission (calendar invite, communications application, etc.) if permitted by the Texas Business Organizations Code, at least five (5) days, but not more than sixty (60) days prior to such meeting. Any notice required or permitted to be given by facsimile, by electronic mail or by other electronic transmission shall be deemed to be delivered upon successful transmission of such facsimile or of such electronic message. In the event a quorum is not available for a previously scheduled meeting, that meeting may be rescheduled without the required 5 day notice, as long as the meeting is rescheduled to occur within 3 days, without modification to the previously drafted agenda. In that case, the Secretary shall provide the Board of Directors 24-hour notice with the updated meeting time following the notice rules listed previously.

Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any Director, notice shall be given via electronic mail or electronic transmission.

Section 2.10. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the meeting or other event of which notice is being given, shall be deemed equivalent to the giving of such notice. Attendance of a Director at a meeting constitutes a waiver of notice, unless the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any meeting is not required to be specified in the waiver of notice of such meeting.

ARTICLE THREE

BOARD OF DIRECTORS: POWERS AND DUTIES

Section 3.1. Powers. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Boosters. These powers shall include the following:

1. To establish and collect dues from its Members (the "Dues"), and use and expend the Dues to carry out the purpose and powers of the Boosters;
2. To employ, dismiss and control the personnel necessary for the operation of the Boosters, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises;
3. To engage in the management of the business affairs of the Boosters;
4. To use and disburse the proceeds of Dues in the exercise of its powers and duties;
5. To enforce by legal means, if necessary, the provisions of the Certificate of Formation, the Bylaws and Rules and Regulations of the Boosters, if any, and other documents and laws respecting the Boosters; and
6. To create and supervise such committees for the School as directed by the Directors.

Section 3.2 Elected Directors. The Directors of the Boosters shall be the President, a Secretary, a Treasurer and at least three (3) but not more than five (5) Vice-Presidents.

Section 3.3. President.

The President's responsibilities are, at a minimum, the following:

1. Shall be the chief executive officer of the Boosters and shall preside at all meetings of the Members;
2. Shall, subject to the control of the Board of Directors, have executive powers and general supervision over affairs of the Boosters;
3. Shall have the power to appoint individuals to act as Chairperson of Standing Committees and shall be an ex-officio member of all standing committees;
4. Shall present at each Annual Boosters Meeting an annual report of the work of the organization;

5. Shall see all books, reports, and certificates required by law are properly kept or filed, including, but not limited to, the insurance of the Boosters. The President, or a Board member designee, shall be the contact person for such documents;

6. Shall be one of the designees who may sign the checks, drafts, or electronic banking of the organization; and

7. Shall be the primary liaison in representing the organization to the administration of the school.

8. Shall be responsible for the creation of the agenda for all meetings, board or general membership, and shall publish or cause to be published said agenda at least 24 hours prior to the meeting.

Section 3.4. Vice Presidents.

The Vice Presidents' responsibilities are, at a minimum, the following:

1. Shall perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors; and

2. May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization, provided the Director is not also the account reviewer.

3. May be designated as the account reviewer, to review and sign monthly the reconciled bank, credit card and other financial accounts, ensuring the payment of bills is being handled appropriately.

Section 3.5. Secretary. The secretary's responsibilities are, at a minimum, the following:

1. Shall attend all meetings of the Board of Directors and Members and record the proceedings thereof, keeping minutes of all meetings of the Board of Directors and Members; and

2. Shall give, or cause to be given, all notices in connection with such meetings;

3. Shall have full authority to certify as to the proceedings of the Board of Directors and the incumbency of the Directors of the Boosters as well as any other corporate matter;

4. In the absence, incapacity, or inability or refusal of the President to act, the Secretary shall assume the authority and perform the duties of the President on an interim basis.

5. Shall be the custodian of the corporate records and of the seal of the corporation;

6. Shall file any certificate required by any statute, federal, or state;

7. Shall be designate Statutory Agent of the Boosters, identified with the filing of the annual report;

8. May be one of the designees allowed to sign the checks, drafts, and electronic banking of the organization; unless designated as the account reviewer (see 13 below).

9. Shall present to the membership at any meetings any communication addressed to the Secretary of the organization;

10. Shall submit to the Board any communications that is addressed to the Secretary of the Boosters;

11. Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary;

12. Shall in general, perform duties incident to the office of Secretary and such duties as from time to time shall be assigned by the President or the Board of Directors.

13. May be designated as the account reviewer, to review and sign monthly the reconciled bank, credit card and other financial accounts, ensuring the payment of bills is being handled appropriately.

Section 3.6. Treasurer.

The treasurer's responsibilities are, at a minimum, the following:

1. Must be one of the designees who shall sign checks or drafts of the organization;

2. Shall render at stated periods, determined by the Board, a written account of the Booster finances;

3. Shall provide an end-of-the-year statement and all financial documents;

4. Shall have charge and custody of and be responsible for all the funds and securities of the Boosters;

5. Shall receive monies due and payable to the Boosters from any source whatsoever, and deposit all monies in the name of the Boosters in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws;

6. Shall keep such regular books and accounts as may be necessary and appropriate for the orderly management of the Boosters' affairs, or have such books and accounts kept under his direction and supervision;

7. Shall render statements of such accounts to the President, Directors or Members as requested.

8. Shall, in general, perform all of the duties as from time to time the Board of Directors shall assign.

9. Shall exercise all duties incident to the office of the Treasurer.

10. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 3.7 Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected Directors of the Boosters shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

Section 3.8. Assistant Offices. One or more offices of Co-President, Assistant Vice President, Assistant Secretary or Assistant Treasurer may from time to time be established by majority vote of the Board of Directors, and the persons appointed or elected to such offices shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by the President, Vice President, Secretary, or Treasurer, as the case may be as, or by the President or the Board of Directors. These positions are non-voting positions.

Section 3.9. Nominating Committee. There shall be a "Nominating Committee" consisting of the President and a minimum of two (2) members in good standing of the association to select a slate of candidates to present for membership vote. Each member of the Nominating Committee will uphold the strict confidentiality of all nominations, meetings, other deliberations and communications. The Nominating Committee shall confirm each nominee's skills, qualifications and eligibility to serve under these Bylaws and secure the consent of the nominees to serve. The committee may, but is not required to, nominate more than one candidate for each office. The names of all eligible candidates shall be made available to the Members ten (10) days prior to the Annual Meeting. Additional nominations may be made by the Members present at the meeting, provided such nominees are eligible to serve and consent to hold office if elected. Members of the Nominating Committee are not barred from becoming nominees for office themselves.

Section 3.10. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Boosters handling or responsible for Boosters funds shall furnish adequate fidelity bonds or coverage. The premiums on such bonds or coverage shall be paid by the Boosters.

ARTICLE FOUR

COMMITTEES

Section 4.1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. The Board shall appoint the members of each such committee. Any member of a committee may be removed by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Boosters shall be served by such removal. The Chair of each committee reports to one of the members of the Board, designated at the beginning of the term. Each Committee member and/or Chairperson shall be a Member of the Boosters. This would not preclude individuals from volunteering or helping committees in achieving their objectives.

Section 4.2. Term of Office. Each member of a committee created pursuant to this Article Four shall be for a period of one year as defined by the Board or until such member's successor is appointed, unless the Board of Directors in creating the committee specifies a different term of office, or unless the committee is sooner terminated, or unless such member is removed from such committee or shall cease to qualify as a member thereof.

Section 4.3. Vacancies. Vacancies in the membership of any committee created pursuant to this Article Four may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE FIVE

MEMBERSHIP AND VOTING PROVISIONS

Section 5.1. Membership. Full membership in the Boosters shall be limited to parents, legal guardians, and grandparents, of children attending the School, teachers, and administrative officials of the School who subscribe to the objectives of the Boosters by payment of the published annual dues as set by the Board of Directors. Annual membership will be valid from July 1st through June 30th of each year.

Section 5.2. Member Votes. Each full member shall have one (1) vote in the Boosters. In the event a member ceases to be a parent, legal guardian, or grandparent of a student attending the School, teacher or administrative official of the School, either voluntarily or by operation of law, such member's Membership shall automatically terminate and no refund of dues paid will be given.

Section 5.3. Majority. A "majority of Members" as used in these Bylaws shall mean those Members holding fifty-one percent (51%) of the votes in the Boosters. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws, Certificate of Formation, or applicable law shall provide otherwise, and in such an event, the voting percentage required in the Bylaws, the Certificate of Formation or such applicable law shall control.

Section 5.4. Voting. At all meetings, except for the election of the Board, all votes shall be by voice, unless the Board determines that a vote shall be done by ballot. For election of members of the Board and for those votes deemed to be done by ballot, the ballots shall be provided by the Boosters, and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. Ballots are unnecessary when voting for the Board if the candidates are unopposed. At all votes by ballot, the presider of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) whom shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify to the presider the results and those results shall be included

in the minutes of that meeting. No "Inspector of Election" shall be a candidate for office or shall be personally interested in the question voted upon.

Section 5.5. Community Members. Community members of the Boosters are those individuals or corporations who wish to support the school, students and the Boosters organization. Community members are not Full Members and do not have any voting rights and they do not have the right to attend membership meetings. To become a Community member, the person or corporation must pay the Community Membership Fee as determined by the Executive Board.

ARTICLE SIX

MEETINGS OF THE MEMBERSHIP

Section 6.1. Place. The time and place for all meetings shall be designated by the Board of Directors of the Boosters and stated in the notice of meeting.

Section 6.2. Notices. It shall be the duty of the Secretary to prepare a notice to the general membership of each general or special meeting of the membership, stating the time and place thereof. It shall not be construed to require personal notice. Notice may be given to the general membership in writing by electronic mail or by posting the notice on the organization's website, or accepted social media run by the Boosters or through the school's communication application. Notice may also be given in writing by hand delivery, by facsimile transmission, by electronic mail, by other electronic transmission if permitted by the Texas Business Organizations Code, at least five (5) days, but not more than sixty (60) days prior to such meeting. Any notice required or permitted to be given by United States mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid; provided, however, that if notice of a meeting is delivered less than five (5) calendar days prior to the meeting, such notice must be given by one (1) day express mail, by facsimile transmission, by electronic mail, or by other electronic transmission permitted by the Texas Business Organizations Code. Any notice required or permitted to be given by facsimile, by electronic mail or by other electronic transmission shall be deemed to be delivered upon successful transmission of such facsimile or of such electronic message.

Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any Member of the Boosters, no provision is made as to how such notice shall be given.

Section 6.3. Waiver of Notice. Whenever any notice is required to be given to any Members under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the meeting or other event of which notice is being given, shall be deemed equivalent to the giving of such notice. Attendance of a Member at a meeting constitutes a waiver of notice, unless the Member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any meeting is not required to be specified in the waiver of notice of such meeting.

Section 6.4. Annual Meetings. An annual meeting of Members shall be held, in the spring session of each year, for the purpose of electing Directors and transacting other business authorized to be transacted by the Members. The Annual Meeting shall be held at a location to be determined by the Board.

Section 6.5. General Meetings. A minimum of three (3) general meetings shall be held each fiscal year.

Section 6.6. Special Meetings. Special meetings of the Members for any purpose or purposes may be called by the President or by the majority of the Directors whenever deemed expedient or necessary. The President or Vice President shall call a special meeting of the Members when so requested by the majority of Members, or when so instructed by the majority of the Board of Directors. The Notice shall state the reason(s) that the meeting has been called, the business to be transacted at such meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such Special Meeting without a majority consent of the attendees at such Special Meeting. Special Meetings shall be held at a location to be determined by the Board.

Section 6.7. Quorum. At any meeting of the Members, those present in person shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Certificate of Formation.

Section 6.8. Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting.

Section 6.9. Order of Business. The format of a Regular Meeting shall be as follows: (1) certify quorum; (2) approval of the minutes of the preceding meeting; (3) reports of Directors, if necessary; (4) reports of committees, if needed; (5) old and unfinished business; (6) new business; and (7) adjournment.

ARTICLE SEVEN

FISCAL MANAGEMENT

Section 7.1. Depositories. The funds of the Boosters shall be deposited in such banks and depositories as determined by the Board of Directors from time to time, upon resolution approved by the Board of Directors, and shall be withdrawn only upon checks and demands for money authorized and signed by the President, Treasurer, or other authorized signer of the Boosters. In no event shall the payee and the signor be the same person. Any single expenditure exceeding the sum of one hundred dollars (\$100.00) which has not already been included as a line item in an approved budget must be first approved by the Board of Directors.

Section 7.2. Determination of Dues and Budget. Whenever possible the Directors shall prepare an estimated annual budget for each fiscal year of the Boosters. Such budget shall take into account the estimated cash requirements for the year. The annual budget shall take into account the estimated net available cash income for the year from the operation or use of any fundraising activities. The annual budget shall also provide for a reserve for contingencies for the year. To the extent that the dues and other cash income collected from the Members during the preceding year shall be more or less than the expenditures, the surplus or deficit, as the case may be, shall be taken into account in determining the annual budget. The estimated annual budget for each fiscal year shall be approved by the Directors, and copies thereafter may be furnished by the Directors to each Member upon request. In the event that the Board of Directors shall not approve an estimated annual budget or shall fail to determine new Dues for any year or shall be delayed in doing so, each Member shall continue to pay the amount of his prior respective Dues as last established.

The Vice President of each Booster program will be required to submit a written budget for each event for Board approval. The budget should be detailed, have line items and refrain from bulk categories. The budget shall be submitted in advance to allow for proper planning of funds.

Section 7.3. Records. The Directors shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the expense incurred. Expense vouchers may be approved in such manner as the Directors may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Directors.

Section 7.4. Fiscal Year. The fiscal year of the Boosters shall begin July 1 of every year and shall end on the 30th day of June of every year. The commencement date of the fiscal year herein established shall be subject to change by the Directors should Boosters practice subsequently dictate.

Section 7.5. Books of Account. Books of account of the Boosters shall be kept under the direction of the Treasurer on a consistent basis in accordance with generally accepted accounting practices. An audit committee consisting of the Treasurer and two members-at-large may audit the books (1) week prior to the assumption of duties by the new officers.

Section 7.6. Contracts. Unless otherwise provided by the Directors, all contracts shall be executed on behalf of the Boosters by either the President or Vice- President and countersigned by the Secretary or Treasurer.

Section 7.7. Agreements. In keeping with the organization's leadership structure, no financial agreements, verbal or written, should be entered into without the advice and consent of the board. Individual board members are responsible for discussing proposed expenditures with the remaining members of the board and receiving a majority vote of approval before spending organization funds. The vote may take place via email, or other electronic communications in the interest of expediency. All votes must be reported to the Secretary for inclusion in the next board meeting following the vote. Any financial penalties or losses that accrue to a member of a committee or the board as a result of violating this policy will be the responsibility of the member. The board may, in its discretion, vote to approve an unauthorized expense if they find it to be in the best interest of the organization.

Section 7.8. Checking Account. The checking account will have at least two authorized signers, the President and Treasurer. Two Vice Presidents may be signers on the account if so decided by the Executive Board. Expenses under \$100 may be signed by one member of the board, however the expense must still go through the normal approval process. Expenses for \$100 or more require two authorized signers, one of whom should be the Treasurer if at all possible. The Treasurer may request authorization from the Board to pay (by check or other means) recurring, pre-approved bills without the need of a second signature. The designated account reviewer (typically the Secretary) will review all payments monthly as part of the bank and other account reconciliation review and report any exceptions to the Board.

Section 7.9. Minor expenditures. One-time minor expenditures (less than \$100) for a pre-approved project will be reimbursed by the Treasurer after the submission of a properly executed reimbursement voucher (i.e. a committee member needs to run and purchase more decorations for an approved activity that is about to begin). The committee or board member should still make an earnest attempt to receive electronic or verbal permission from the board members to ensure that the

expense is deemed necessary. Reimbursement vouchers should be turned in within two weeks of the event for which the funds were utilized. Timely turn-in of expenses is critical for proper budgeting and accounting practices. Original or copied receipts must accompany the voucher.

Section 7.10. Larger expenses. Larger expenses (\$100 or greater) should be planned for and requested in advance. The committee member or board member requesting the funds must complete a disbursement voucher and turn it in to the Treasurer with an invoice from the company or organization providing the product or service. If the request is approved, a check or other payment will be provided to the requester made out to the proper individual or organization. A disbursement voucher or reimbursement voucher should be completed for every check written or payment made. This will help ensure every expense is properly accounted for and has an accompanying invoice or receipt.

Section 7.11 Credit Card. At the discretion of the Treasurer and with the approval of the Board, in consideration of cash flow, a credit card account may be established for payment of various expenses. In no case may such credit card be used for anything other than official Board approved expenses. Only the President and Treasurer will have authorization to use the credit card and only with electronic or written consent of one of the checking account signers (see 7.8 above). The Treasurer will maintain proper documentation and will be reviewed monthly by the account reviewer. As with all bills, the Treasurer is directed to pay the credit card balance promptly each month and the Treasurer should include the statement in the monthly account review by the account reviewer.

ARTICLE EIGHT

CONFLICTS OF INTEREST

Section 8.1. Conflict of Interest Policy.

(a) Dual Interests. Dual interests exist when a Director has a personal, financial or business interest in a transaction or potential transaction in which the interests of the Boosters are also involved. Dual interests might arise out of a Director's relationships, positions or circumstances in which he or she is involved, including a family relationship or other relationship involving a fiduciary capacity owed to the other party to the contract or transaction under consideration. Such relationships, positions or circumstances might include an ownership interest in a business that might provide goods or services to the Boosters (or have other unique relationships with the Boosters) or service as a trustee, director, or consultant to a nonprofit organization. For purposes of the foregoing, an ownership interest of less than 1/100 of 1% (.01%) in a publicly traded business shall be disregarded and shall not be deemed to give rise to dual interests even if the publicly traded business provides goods or services to the Boosters. The existence of dual interests does not necessarily constitute a conflict of interest. Dual interests shall constitute a conflict of interest only if the disinterested Directors determine in accord with (c) below that a conflict of interest exists.

(b) Disclosure of Dual Interests. Prior to a Board action on a contract or transaction (e.g., contract approval), each Director shall disclose any potential dual interests of the Director or his or her family in the matter being considered for a vote by the Board of Directors and all material facts related to such dual interests. Such disclosure must be of record in the minutes.

(c) Determination of Conflict of Interest. Upon the disclosure of any dual interests by a Director and after any discussion with such Director as the other disinterested Directors deem

reasonable and prudent, such Director shall leave the meeting and the remaining disinterested Directors shall deliberate and determine if a conflict of interest exists.

(d) Consideration of Transaction or Contract. If it is determined that a conflict of interest exists, after any discussion with the interested director regarding the transaction or contract as the other disinterested Directors deem reasonable and prudent, the interested director shall leave the meeting and the remaining disinterested Directors shall discuss and vote upon the matter.

(e) Voting by Disinterested Directors. The Director with the conflict of interest may not vote or be present for voting on the matter. The Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Boosters' 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.

(f) Violations of Conflict of Interest Policy. If the Board of Directors has reasonable cause to believe a Director has failed to disclose dual interests in a matter that has been acted upon by the Board, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Director has failed to disclose dual interests, it shall take appropriate disciplinary and corrective action.

(g) Annual Statements. Each director shall annually sign a statement upon taking office which affirms such person:

(i) has received a copy of the Bylaws containing the Fiscal Management and Conflict of Interest Policies,

(ii) has read and understands the Policies,

(iii) has agreed to comply with the Policies, and

(iv) understands the Boosters 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.

(h) Periodic Reviews. To ensure the Boosters operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted of the Boosters' governing documents, material contracts, and arrangements with other organizations (if any) to ensure that the Boosters is working to further its exempt purposes and that the foregoing do not result in inurement, impermissible private benefit or an excess benefit transaction.

(i) Code of Conduct. Members of the Board (including ex officio members of the board and Committee Chairs) shall at all times abide by and conform to the following code of conduct in their capacity as Board Members:

Each member of the Board of Directors will abide in all respects by the **BASIS Northeast Boosters** code of ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the association remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state and local laws and regulations and

will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

Members of the Board of Directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.

Except as the Board of Directors may otherwise require or as otherwise required by law, no board member or committee chair shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.

Members of the Board of Directors will exercise proper authority and good judgment in their dealings with school staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.

No member of the Board of Directors or committee chair will use any information provided by the association or acquired as a consequence of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the board of directors to have or use such property.

Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.

Upon termination of service, a retiring board member or committee chair will promptly return to the association all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.

The Board of Directors shall at all times dedicate itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the BASIS School. As such, Directors will refrain from making or being associated with negative public statements including on social media, regarding the Boosters, the Board of Directors, BASIS Northeast, or the BASIS network.

No member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.

The Board of Directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members and committee chairs shall follow these guidelines: Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest

above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes.

No Director shall abuse board membership by improperly using board membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends.

No Director shall engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association.

No Director shall engage in or facilitate any discriminatory or harassing behavior directed toward school staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association.

No Director shall solicitor accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the association without fully disclosing such items to the board of directors. Members and Directors should not keep extra supplies or items leftover from school events for their own use, but instead should solicit written direction from the Board about the proper use, storage or disposal of said items.

Each Director shall provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

ARTICLE NINE

ACTIONS WITHOUT MEETINGS

Section 9.1 Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, stating the action to be taken, is approved by not less than a quorum of the Board of Directors. The written consent must state the date of each approval and may be requested and approved via written electronic communications. This provision should only be used if it is not feasible to wait until the next regularly scheduled board meeting. Certain administrative actions may require emailed and signed consent format and may not be appropriate for other electronic communications (for example, amendments to bylaws, revising existing motions, account changes, and other major actions)

Prompt notice of the taking of any action by the Board of Directors without a meeting must be given to each Director who did not consent in writing to the action.

Written consents shall be filed with the minutes of proceedings of the Board of Directors.

ARTICLE TEN

MISCELLANEOUS

Section 10.1. Dividends Prohibited. No part of the net income of the Boosters shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Boosters shall be distributed to its Directors or officers.

Section 10.2. Loans to Officers and Directors Prohibited. No loans shall be made by the Boosters 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 officer participating in the making thereof, shall be jointly and severally liable to the Boosters for the amount of such loan until repayment thereof.

Section 10.3. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender unless the context requires otherwise.

Section 10.4. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.5. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE ELEVEN

AMENDMENTS

The Bylaws and Certificate of Formation of the Boosters may be amended or repealed, or new bylaws or certificate of formation may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the Board of Directors, provided that notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and providing further, that the foregoing notice requirement shall not prohibit the Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws or certificate, as the case may be, in a modified form that differs from that described or set forth in the notice of such meeting. Prior notice of any proposed amendment, repeal or adoption shall not, however, be necessary at any meeting of the Board at which all of the Directors of the Boosters are present and the proposed adoption, repeal or adoption is approved by not less than two-thirds of the Directors. Notwithstanding the foregoing, the unanimous vote of all of the Directors then serving in office shall be required to amend the purposes of the Boosters set forth in the Amended and Restated Certificate of Formation.

ARTICLE TWELVE

INDEMNIFICATION

The Boosters shall indemnify every Director and other Committee Member, his heirs, executors, and administrators, against all loss, cost and expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Director or Committee Member of the Boosters, including reasonable matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with

fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Committee Member may be entitled.

ARTICLE THIRTEEN

CONSTRUCTION

These Amended and Restated Bylaws supersede all prior versions of the Bylaws and any Amendments thereto. Any discrepancies or conflicts between the provisions of the current Texas state law statutes or applicable law, the Article and Bylaws, and the rules and regulations of the Boosters, if any, shall, unless otherwise provided, be resolved by giving priority first to the current Texas state law statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

ARTICLE FOURTEEN

PROPERTY FUNDS AND TITLES

All funds and the titles of all properties acquired by the Boosters and the proceeds thereof shall be held in trust for the Members of the Boosters.

CERTIFICATE

I, Lizzie McDonald, hereby certify that I am the duly elected and qualified Secretary of the **BASIS Northeast Boosters**, a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the Bylaws of the Boosters adopted by the Board of Directors at its January 25, 2022 meeting, and are in full force and effect on the date hereof.

Date: January 26, 2022 _____ *Lizzie McDonald*

Lizzie McDonald,
Secretary