

BYLAWS AND CONSTITUTION

CASTAIC HIGH SCHOOL BASEBALL BOOSTER CLUB

Article I

Name, Legal Structure and Purpose

Section 1.01. Name. The name of this organization shall be Castaic Baseball Coyote Den

Section 1.02. NonProfit. Castaic Baseball Coyote Den is a California nonprofit, public benefit corporation and is not organized for the private gain of any one person. It is organized solely for and is operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.03. EIN. The Internal Revenue Tax identification number for this organization is 84-3585951.

Section 1.04. Purpose. The purpose of this organization shall be a support group for the baseball program of Castaic High School by providing financial assistance and lending moral support to our students, athletes, coaches, and teams.

Article II

Membership

Section 2.01. Qualification. All parents, guardians or other persons with a child enrolled, attending Castaic High School and is a member of the Castaic High School Baseball Program shall be considered non-voting members of the organization. For the purposes of clarification, the members with a child enrolled, attending Castaic High School and is a member of the Castaic High School Baseball Program (active players on a roster of one to the Program teams) are entitled to 1 vote per family for the purposes of the annual election to determine the members of the Executive Board but otherwise are non-voting members. The Coach, Assistant Coaches, Athletic Director, Principal, and Assistant Principals, if involved, shall be non-voting, advisory members of the organization. For the purposes of clarification, the members who serve as Coach, Assistant Coaches, Athletic Director, Principal, and Assistant Principals do not vote in the annual election to determine the members of the Executive Board and otherwise are non-voting members. The organization will be managed by an Executive Board and a Board of Directors. The members of the Executive Board are to serve as members of the Board of Directors in an executive leadership capacity. As detailed in Article III, the Executive Board shall consist of the elected officers of the organization. The non-executive Board of Directors shall be appointed by the Executive Board and serve as at-large members of the Board of Directors. The target composition of the at-large members of the Board of Directors shall consist of 2 members with players from each team (Varsity, Junior Varsity, Freshman teams).

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be

nominated and elected to office by Executive Board: however, officers of the Executive Board must have held either a prior Board or Committee Member position within the organization or have been an active volunteer in the Booster program for a minimum of one school year (fall & spring seasons). Executive Board members are considered to be voting members and shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Section 2.03. Quorum. The voting Executive Board members shall meet once a month during the active school year before general meeting to discuss and review any information that requires change and voting. Executive Board is not required to meet during off school calendar days unless the Executive Board sees fit for a meeting. The members present at any membership meeting of the organization, provided at least nine (9) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership at which the officers are elected. Elections are to take place at a general meeting either in the month of September or October as determined by the number of nominees for Executive Board Officer positions. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of members in writing to the Executive Board.

Article III

Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority. The Executive Board shall manage the affairs, activities, and operation of the organization. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Meetings. The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Executive Board to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Board as the case may be.

Section 3.06. Participation in Meeting by Video or Audio Conference Call. Members of the Executive Board may participate in a meeting through use of video or audio software/applications

or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval

Article IV Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents requested but not required, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time. Starting in school year 2022-2023, Officers of the Executive Board must have held either a prior Board or Committee Member position within the organization or have been an active volunteer in the Booster program for a minimum of one season

Section 4.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in September of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. All members including all parents, guardians or other persons meeting the criteria defined in Section 2.01 and Coach, Assistant Coaches, Athletic Director, Principal, and Assistant Principals are qualified to nominate candidates for the Executive Board, Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for a Board position, a ballot vote shall be taken. Members must be present at the meeting in order to cast a vote. Voting by proxy is not allowed, but exceptions may be made depending on the specific circumstances of the member requesting a proxy. The outgoing Executive Board with have sole authority to grant an exception and allow a member to vote by proxy.

The members present shall elect officers by October via meeting with the organization. Officers shall assume their official duties no later than the last day of November of the year of their election.

Section 4.03. Term. Officers shall serve a one year term. Officers may be elected for up to three consecutive one-year terms in the same office.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board.

Section 4.05. Removal. An officer may be removed from office for failure to fulfill his/her duties, misconduct, or unexcused behavior after reasonable notice, by a majority of the Executive Board.

Article V

Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board, Board of Directors, and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President(s). The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.
- Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new treasurer.

Article VI

Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members. Loans within the organization shall be accepted with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Section 6.04. Year Round Financial Support. The organization shall allow approval of financial support year-round for the Castaic High School Baseball and The Pack Baseball during the off seasons. The Pack Baseball shall consist of Castaic High School feeder team during the off seasons. Baseball shall conduct year-round.

Section 6.05. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the President or Treasurer and by any other person as authorized in writing by the Executive Board. However, an officer may not sign his/her own reimbursement check.

Section 6.06. Banking. The President or Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. A receipt, an invoice, or other written documentation shall document all deposits and disbursements. Receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. Any exception shall require approval by the President.

If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 6.07. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;

- All checks must be endorsed by at least two officers authorized by resolution of the Executive Board;
- An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis; and,
- A committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.08. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization’s financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, an internal audit committee or auditing firm may review the financial practices and accounts. The audit committee or auditing firm shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization’s finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. An external CPA shall conduct a full audit when annual gross receipts equal or exceed \$250,000.

Section 6.09. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 6.10. Financial Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, or cloud-based software.	<u>At least seven (7) years</u> Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis. Store in binder or cloud-based software.	<u>Seven (7) Years</u> Store w/financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile & file records on yearly basis. Store in binder or cloud-based software.	<u>Three (3) Years</u> Store w/ financial records. Destroy after three years.

ARTICLE VII

Conflicts of Interest

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict. The Executive Board shall have the right to dismiss the person conducting the conflict.

In addition, the role and function of the booster organization is to provide financial support and work with the Coach, Assistant Coaches, Athletic Director, Principal, and Assistant Principals to prioritize investment of the organization's funds to inure to the benefit of the Castaic High School Baseball Program. The organization's directors, officers, and members hold no authority over the baseball operations of the Castaic High School Baseball Program. The baseball operations of the Castaic High School Baseball Program sit under the sole authority of the Coach, Assistant Coaches, Athletic Director, Principal, Assistant Principals. For the purposes of definition, the term "Baseball Operations" refers to all on-field practice and game activities as well as matters including, but not limited to: player playing time, position(s), & participation on specific program teams; roster construction, player discipline, and specific game or practice strategy(ies). In summary, all matters of concern related to baseball operations are to be communicated directly to the Coach and/or Assistant Coaches. If a member is not satisfied with the outcome, the member should communicate to the Athletic Director. Under no circumstance should the officers of the booster organization be expected by the non-voting members to be involved in baseball operations and any such involvement shall constitute a conflict of interest.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting.

However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Corporation, or who hereafter becomes associated with the Corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII
Indemnification

Every member of the Executive Board, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer or employee is entitled.

ARTICLE IX
Amendments

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.