

NON-PROFIT BYLAWS OF MILPITAS TROJANS ATHLETIC BOOSTER CLUB MILPITAS HIGH ATHLETIC BOOSTERS

The following bylaws are subject to and governed by the Non-Profit Corporation Act of California and have been prepared following the recommendations of the Fiscal Crisis and Management Assistance Team (FCMAT) for booster organizations in California Educational Institutions.

ARTICLE 1 – NAME

The legal name of the Non-Profit Athletic Booster Club shall be known as **Milpitas Trojans Athletic Booster Club (MTABC)**, and shall herein be referred to as the "Athletic Booster Club."

ARTICLE 2 – PURPOSE

A. Purpose

The general purpose for which this Athletic Booster Club has been established is as follows:

Raise funds to assist and promote the athletic program and further amateur athletics at Milpitas High School by the highest level of parent/caregiver and/or community participation possible.

B. Non-profit Exemption

The Athletic Booster Club is organized under IRS Code 501(c)(3).

The Athletic Booster Club shall not engage in any activity which is not in furtherance of its primary non-profit purposes.

C. National Booster Club Training Council

The Athletic Booster Club shall maintain a membership in the National Booster Club Training Council (NBCTC) to ensure that its officers and leaders have the necessary support and training to run the booster club.

ARTICLE 3 - MEMBERSHIP

A. Membership

- a. Membership is open to any parent/caregiver or community member who is interested in the athletic programs at Milpitas High School (MHS). Milpitas High School Students may NOT be members but may volunteer to assist the club in its activities.
- b. While membership benefits are recognized upon the receipt of membership dues and are valid for the current school year, voting privileges will be recognized at the next available general meeting.
- c. A membership, in good standing, whether it is a Group Membership or a Single Membership has one Membership vote. The name on the application shall have the right to vote. All levels of Membership shall have the right to vote.
- d. Membership dues are set annually by the Board at the beginning of the school year and published on its membership application.
- e. Membership may be revoked due to:
 - i. Conflict of interest, which includes self-promoting, financially or personally benefiting a business or non-profit with which one is associated (e.g., self-dealing)
 - ii. Receiving compensation for their work within the booster club (unless approved by the Board and General Membership).
 - iii. Violation of the club's Code of Conduct
 - iv. Repeated acts of unsportsmanlike behavior

- v. Any action that may be considered harmful or potentially dangerous to students, staff, or community, or place the MTABC in a place of organizational risk.
- f. Board Members may, by placing the item on the agenda titled "Member Revocation," recommend that Membership of an individual be revoked. A two-thirds ($\frac{2}{3}$) vote of the Board is required to revoke a membership, after hearing from the Member should they want to appear.
- g. Level of Membership (Each level shall only have one vote).:
 - i. Single Membership
 - ii. Group Membership
 - iii. Recent Alumni (graduated within 5 years)
 - iv. Lifetime Member

ARTICLE 4 – OFFICE

The principal office of the Athletic Booster Club shall be located at 1285 Escuela Parkway, Milpitas, California 95035. Its mailing address is MHS ABC, PO Box 360107, Milpitas, CA 95036.

ARTICLE 5 – DEDICATION OF ASSETS

The properties and assets of the Athletic Booster Club are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Athletic Booster Club, on dissolution or otherwise, shall benefit any person or any member, or officer of this Athletic Booster Club. On liquidation or dissolution, all remaining properties and assets of the Athletic Booster Club shall be distributed and paid to the Milpitas High School Athletic Department, as part of the Milpitas Unified School District (MUSD).

ARTICLE 6 – BOARD

A. Role of the Board

The role of the Board is to provide the framework and direction for the Milpitas Athletic Booster Club. It is to ensure that all organizational requirements are met (e.g. managing elections, training, maintaining 501(c)(3) status, completion of required filings such as taxes, state registrations, annual audit, insurance, etc.). It is also responsible for guiding the operations of the organization (e.g. development of annual plan proposals, annual budget proposals, preparing the general meeting agenda) and ensuring the processes are in place for the organization to grow and thrive.

B. The Membership of the Board

The Board shall be made up of the President, President-Elect, Vice President, Secretary and Treasurer, all of whom will have one vote. The number of Board Members may be increased beyond these 5 members by the affirmative vote of two-thirds of the General Membership who are present at a General Membership Meeting. The Board should have an odd number of members to reduce the potential for tie votes. It shall also have one (1) ex-officio school representative as described in Article 6, Section C.

C. Athletic Director or School Appointed Representative

As the Athletic Booster Club works with Milpitas High School in its mission to support athletic programs, Milpitas High School shall appoint a representative, typically the Athletic Director, to provide support and guidance to the club. This role is to ensure that the policies and the norms of MUSD and MHS are followed, such as fairly treating all sports under Title IX, District policies, equity, and opportunity to all athletes, etc. While this role is with the Board, it is in an advisory capacity only, and therefore, does not have voting privileges on the Board. All requests from teams must have the written authorization of the Athletic Director or this School Appointed Representative.

D. Board Compensation

The Board shall receive no compensation.

E. Term of Board

All Board positions will serve a term of one (1) year. No person shall serve more than 2 consecutive terms in the same position without a one-year gap prior to any additional terms. Board Members

may be elected to another position of the Board immediately after they serve 2 consecutive years in another position.

F. Removal

A Board Member may be removed from a position at any duly constituted General Membership Meeting. Notice of an "Intent to Remove" must be posted a minimum of 15 days prior to the General Membership Meeting. It will require a two-thirds (⅔) vote of the membership in attendance to remove the Board Member. Such a vote shall be placed at the beginning of the club's business for that meeting.

G. Meetings

The Board's regular meetings may be held monthly. These meetings are to develop recommended actions to the General Membership or carry out or delegate approved actions from the General Meeting. These meetings should include the Athletic Director or School Appointed Representative.

a. Emergency Board Meetings

The President of the Board or any 3 voting Board Members may call a special meeting, in-person or on-link, of the Board with 48 hours written notice and acknowledgment of the majority of the board. The special meeting should be narrow in scope and address an issue within the current operating plan or a pressing organizational matter. All Board Members will be notified via hand delivery, regular mail, email, or social media and should confirm the invitation. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. Also, the General Membership must be notified of the special meeting, outlining the purpose of the meeting, and when the minutes of that meeting will be available for review.

H. Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Athletic Booster Club to be placed in general records. A copy of the minutes should be delivered to each Board Member via either regular mail, hand-delivered, or emailed within 10 business days after the close of each Board meeting.

I. Quorum

At each meeting of the Board, the presence of 3 Board Members shall constitute a quorum. The actions of the majority of the Board present at a meeting, in which there is a quorum, shall be the actions of the Board. A Board Member shall be considered present at any meeting of the Board if during the meeting they're present via telephone or web conferencing with the other Board members participating in the meeting.

J. Proxy

Members of the Board shall not be allowed to vote by proxy.

K. Board Member Attendance

An elected Board Member who is absent from three (3) regular meetings, whether it is a Board Meeting or a General Meeting, during a fiscal year shall be encouraged to reevaluate with the President of the Board their commitment to the Athletic Booster Club. The Board may deem a Board Member, who has missed 3 meetings without such a reevaluation with the President (or other Board Members if it is the President) to have resigned from the Board. The absentee Board Member will be directly notified in writing of their removal from the Board.

L. Board Vacancies

Any board vacancy due to resignation, an increase in the size of the board, or any other reason shall be filled by a nomination and vote of the General Membership at the next available General Meeting if there are three (3) months or greater remaining in the term. If there are less than three (3) months remaining, the current Board may appoint a member to fulfill the remainder of the term.

Nominees should meet the minimum qualifications and understand the role as described in Article 7: Officers.

ARTICLE 7 – OFFICERS

A. President

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Athletic Booster Club, subject to the control, advice, and consent of the Board. The President shall keep the Board completely informed, shall freely consult with them in relation to all activities of the Athletic Booster Club, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Athletic Booster Club between meetings of the Board. The President shall be responsible for the volunteers and shall be responsible for keeping the Board informed at all times of their performance and for implementing any policies which may be adopted by the General Membership. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Athletic Booster Club, to execute in the name of the Athletic Booster Club all contracts and other documents authorized either generally or specifically by the General Membership to be executed by the Athletic Booster Club, and to negotiate any and all approved material business transactions of the Athletic Booster Club. The President will ensure that an annual audit by an outside Auditor is conducted annually. The President will also ensure that an insurance policy covering members and club activity is always in force.

B. Vice President

In the absence of the President, or in the event of their inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on the President. The Vice President oversees the Scholarship Committee and Program and volunteer recruitment in coordination with the Volunteer Coordinator.

C. President - Elect

The role of the President-Elect is:

- a. To prepare to serve as President following their term as President-Elect, and
- b. To ensure that "Standard Operating Procedures" are established and documented for the various activities and operations of the Athletic Booster Club are up to date. Where there are no procedures established or are out of date, the President-Elect will lead an effort to develop them and propose them to the General Membership for adoption.

D. Secretary

The Secretary, or their designee, shall be the custodian of all records and documents of the Athletic Booster Club, which are required to be kept at the principal office of the Athletic Booster Club, and shall act as secretary at all meetings of the Board and General Meetings and shall keep the minutes of all such meetings on file in hard copy or electronic format.

Secretary shall post notification of upcoming MTABC Executive Board meetings and MTABC General Membership meetings.

E. Treasurer

It shall be the responsibility of the Treasurer to keep and maintain or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Athletic Booster Club, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. A summary of financial activities should be presented at each General Meeting.

The Treasurer shall be responsible for ensuring the deposit of or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse or cause to be disbursed, the funds of the Athletic Booster Club, as may be ordered by the Board and shall render to the President, and officers whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Athletic Booster Club.

F. Restrictions on who can be an Officer or Club Leader

Parents whose child has graduated from MUSD are limited to serving on term past the last date that their child attended MHS.

MUSD employees may not serve as voting Board Members of the Athletic Booster Club. Also, they cannot hold any officer or leadership positions as defined in Article 7, Officers, and Article 9, Club Leaders, including volunteer positions that involve financial transactions (as recommended in the Fiscal Crisis Management and Assistant Team (FCMAT) best practices) such as:

- a. Any officer (President, Vice President, President-Elect, Treasurer, or Secretary)

- b. Any leadership position involving financial transactions (Concession Coordinator, Membership Coordinator, Trojan Wear Coordinator, or Auditor)
- c. Bookkeeper (if the club chooses to have one)
- d. Fundraising Chair (if the club chooses to have one)
- e. Check Signer
- f. The Person designated to collect any fees, donations, checks, or cash

This does not limit MUSD employees from working specifically in the concession booth or assisting in collection of funds at fundraising events.

G. Succession Order

In the event that the President cannot or will not perform their duties, the succession order shall be President-Elect, Vice President, Secretary, and Treasurer. (

ARTICLE 8 – ELECTIONS

The Officers shall be elected annually for one (1) term by the General Membership at a General Membership Meeting no later than the first meeting in April. Notifications of this General Meeting must follow normal procedures for communicating General Meetings. While it is not required, the Board may choose to select a Nomination Committee to recruit qualified candidates.

The President-Elect will become the President at the end of their term should the President not serve a second year. If the President-Elect chooses not to fill the Office of the President, the President shall be elected in the same manner as the other officers .

A. Nominations

At the General Meeting one (1) month before the elections, nominations will be accepted. This call for nominations shall be posted through the club's normal communication channels and abide by normal notification times. The Nomination Committee, if one exists, may recommend their nominations for each open office. Nominations, from the floor, may also be accepted. By the end of this meeting, nominations for all of the open offices are closed. Nominations shall be posted after this meeting within two (2) days through the club's communication channels. Should a Board position have no nominations, the General Membership may initiate nominations from the floor and/or may vote to have the Board fill that position.

B. Elections

Elections will be held at the next General Membership Meeting after nominations have been posted. The General Meeting should include the announcement of elections and encourage all members to attend. If there is only one candidate per office, a majority vote of the Members in attendance will still be required as long as a quorum is met. If a paper vote is required, the Board will appoint a committee of two (2) to count the votes in the meeting and report the findings to the General Membership. No proxy voting will be allowed.

a). Termination of Authority

Within 30 days of an Officer or Leader of the Club vacating an Officer or Leader position they are required to surrender all "tools" that supported that position including but not limited to any key cards, credit cards, passwords, access codes or anything else that was granted by either the Club or the School District to support that position.

ARTICLE 9 – OPERATIONS OF THE ATHLETIC BOOSTER CLUB

A. Business of the Athletic Booster Club

The vast majority of the business of the Athletic Booster Club that is consistent with the purpose of the club is discussed and approved by its General Membership in a General Meeting of the club. The club should have an approved annual plan in consultation with the Athletic Director or School-Appointed Representative, an annual budget, and appointed/elected leaders to execute that plan. It should also develop standard operating procedures and a code of conduct for its members and be approved by the General Membership.

The Athletic Booster Club Leadership may develop proposals as to the size of the funds identified in the budget and their uses. A reserve fund must be identified by amount each year.

B. Donations to the Athletic Booster Club

In addition, the Athletic Booster Club may receive donations. As a 501(c)(3), if donations are not specified for a specific use, then they should be treated as General Donations and may be used in the general operations of the annual plan. Donations made with an intent or purpose must be available for use by the majority of the athletes who will benefit and must be in compliance with Title IX. The Treasurer shall track and report all funds donated with a specific intent or purpose and will report this information in their monthly report.

C. General Meetings

The Athletic Booster Club will generally hold monthly General Meetings, except in the month of July, to conduct its business. A meeting notice must be posted a minimum of seven (7) days in advance. The Board will propose a calendar of the General Meetings, along with the planned location.

- a. Quorum - Three (3) Board Members and a minimum of at least five (5) non-Board members are required for a Quorum.
- b. Voting - All members, who are authorized to vote and present at the General Meeting will have one vote. If at any time the quorum consists of an even number of members and the vote results in a tie, then a re-vote is needed until a majority vote is achieved. A vote of 50% +1 is required to pass a motion. The General Membership may choose to appoint a minimum of two (2) people to count the vote if it is a paper vote at the meeting.
- c. Minutes - Minutes of the previous General Meetings shall be presented and approved by the General Membership. Those minutes should include, at a minimum, the attendance of the meeting, a Treasurer's report, and a general update of future activities. The Athletic Booster Club shall establish policies as to what is included in the minutes as part of the General Membership Meeting procedures.
- d. Virtual meetings - The Athletic Booster Club shall establish policies to determine attendance for meetings that are not in person. They may choose to do a roll call, video and/or verbal vote to establish attendance.
- e. Communication of meetings - All General Meetings shall be announced ahead of time in accordance with its policies and procedures. It will include a proposed agenda and any relevant information. It shall be announced through hand delivery, email, or social media, and must be placed on the MHS Athletic Club website, and any other appropriate agreed-upon communication channels. This includes Elections and Special Meetings.
- F. Lack of Membership Quorum: In the event that enough members, after a proper meeting notice, do not reach a quorum at the meeting, the Board will adopt the following procedures which will allow them to conduct the business of the Club.
 1. The Athletic Director or a designee must be in attendance for all discussions of motions and votes.
 2. There must be a quorum of at least 3 board members one of the members must be the President or President Elect
 3. All votes shall be roll call votes and these votes must be recorded as such by the Secretary (or person designated to take meeting notes).
 4. Section C.F.4. Will expire 1 year after the first adoption of these by-laws or must be specifically presented to the Superintendent and the Board for approval.

D. Special General Meeting

The Board may decide that it may need to hold a Special Meeting with seven (7) days written notice provided to the General Membership. The Special Meeting should be narrow in scope and should specify the topic of the meeting. The notice shall be consistent with methods described in Article 9, Section C/e. Quorum and voting requirements for the special meeting are identical to a regular general meeting of the club.

E. Club Leaders

The Athletic Booster Club is led by its Officers as outlined in Article 7. The Officers provide the leadership to run the operations of the club. In addition, the Officers may appoint, by a majority vote of the Board, the following leaders to help execute the annual plan:

a. Concession Coordinator

- i. The Concession Coordinator has the authority to contract out to other personnel to assist in the operation of the concession with the approval of the Board.
- ii. Shall arrange for a cash advance for start-up expenses as approved by the Board
- iii. Shall arrange for and oversee concession sales at athletic activities as scheduled by the Athletic Booster Club
- iv. Shall purchase supplies and equipment for the concession stand. Any equipment purchase over \$250.00 must be approved by the Board.
- v. At the conclusion of an event, ensure that all money is counted by one officer and one parent or in event a parent is not available, a member of the Board
- vi. Coordinate the counting of monies at the conclusion of an event and ensure that all money/receipts and counting summaries are given to an authorized signatory of the bank accounts. Keep an account sheet on all purchases, cash receipts, and profit made and prepare a monthly report for the meetings
- vii. Is authorized to manage a "bank" for the purpose of running the concessions. The purpose of this bank is to provide the Concession Coordinator access to the funds needed to run the concessions. At the beginning of each term the Board shall approve two levels of funding for concessions, 1). For normal games or contests, 2). For special events. The Concession Coordinator will have authority to manage and handle the "bank" funds; a report within a week of monies spent shall be forwarded to the Treasurer. There should be one back up signatory, preferably an Officer, for the bank funds in the case that the Concession Manager is unavailable.
- viii. Shall present to the Board for approval a general menu for events within 60 days of their selection as Concession Coordinator. Upon approval of the menu, the Concession Manager will have the authority to manage the menu and prices for the balance of the year.
- viii Present a monthly inventory report at the General Meeting

b. Membership Coordinator

- i. Lead the Membership Drives
- ii. Be responsible for all membership records and files and provide updates at each General Meeting.
- iii. Continue to enroll new members throughout the year
- iv. Responsible facilitating membership based on applications received
- v. Create and update a list of excel spreadsheet of all memberships received
- vii. Document payment received and forward payments to Treasurer

c. Communications Coordinator

- i. Shall coordinate and post all notifications via the MHS Athletic website and all appropriate MTABC social media outlets . This includes, but not limited to, notification of all meetings, calls for volunteers, club activities, and any fundraising events associated with the Athletic Booster Club
- ii. Shall provide a compiled list of all home games and all key athletic events (seasonal parent meetings and end of year Leo B. Murphy Sports Awards) as reference for volunteers and concessions scheduling

d. Volunteer Coordinator

- i Shall coordinate with the Vice President to recruit volunteers
- ii Help place volunteers at approved MTABC events
- iii. Shall coordinate with the Communications Coordinator to post activities on social media, community service office, email list to request for adult and student volunteers
- iv. Shall create sign in & sign out forms for all events
- v. Shall verify and sign Community Service forms from student volunteers

e. Trojan Wear Coordinator

- i. Shall actively arrange and oversee Trojan Wear (apparel and merchandise) fundraising/sales at designated MHS athletic events and activities.

f. Parent representatives (from each sport at beginning of the school year)

- i. Shall attend monthly meetings, representing their respective sport

F. Operating Documents (Policies & Procedures)

The Athletic Booster Club shall develop and maintain the following operating documents:

- a. Running the General Membership Meeting (development of proposed agenda, ensuring quorum, Treasurer's reports, etc.) Minutes from all formal meetings including but not limited to the Executive Board Meeting, Board Meetings and General Meeting.
- b. Handling Money - Provide procedures for how the Club handles money, including 2 person check signing, 2 person cash counting, deposit receipts, etc.
- c. Code of Conduct - Provide procedures for how members need to act in meetings, in fundraisers, and activities while representing the club
- d. Operating procedures for all its fundraisers and activities

These documents, and any others the Board may deem necessary to successfully run the Athletic Booster Club, should be reviewed on a bi-annual basis.

G. Communications of the Athletic Booster Club

The Athletic Booster Club shall post all announcements, club information, meetings, and any other pertinent information on the Milpitas Athletic website, social media, and all other communication vehicles that are practically available.

H. Financial Actions

The Athletic Booster Club shall define how to handle their financial transactions in their Standard Operating Procedures. However, all transactions will have at minimum of two members sign off on transactions, except purchases for concession nights or events that are managed by the Concession Coordinator.

- a. All payment authorizations should have two (2) officers sign (ideally one of the officers would be the Treasurer)
- b. All monies collected at either fundraising events or concession operations must be counted and verified by two (2) members; Both members will need to sign the summary document indicating what was collected.
- c. The Board may NOT authorize the use of a Debit Card.
- d. The MHS ABC will hire a qualified outside Auditor to conduct an annual audit of the club's financial records.

I. Petty Cash & Discretionary Allowance

While executing an activity, it may be necessary for the Leader to have access to a small fund to carry out that activity. The Board may authorize a small "petty cash" for the Leadership to use. The Board may authorize a small discretionary allowance for the Leadership to provide food and merchandise to guests to increase goodwill.

ARTICLE 10 - STANDARD OF CARE

A. Loans

The Athletic Booster Club shall not make any loan of money or guarantee the obligation of any member.

B. Conflict of Interest

The purpose of this policy is to protect the Athletic Booster Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers, or that might otherwise result in a possible excess benefit transaction.

This policy is outlined in Appendix A. Each Officer and Club leader must sign Conflict of Interest policy upon being elected or appointed to their position. The acknowledgment is kept as club records with the Secretary.

C. Violation of Loyalty - Self-Dealing Contracts

A Self-Dealing Contract is any contract or transaction (i) between this Athletic Booster Club and one or more of its Officers or between this Athletic Booster Club and any corporation, firm, or association in which one or more of the Officers has a material financial interest ("Interested Officer"), or (ii) between this Athletic Booster Club and a corporation, firm, or association of which one or more of its directors are Officers of this Athletic Booster Club. Said self-dealing shall not be void or voidable because such Board Members or Club Leaders are present at the meeting of the Board or committee which authorizes, approves, or ratifies the Self-Dealing Contract, if:

- a. All material facts are fully disclosed to or otherwise known by the Members of the Board and the Self-Dealing Contract is approved by the Interested Officer in good faith (without including the vote of any membership owned by said interested Board Member(s).
- b. All material facts are fully disclosed to or otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the Self-Dealing Contract in good faith—without counting the vote of the interested Board Member(s)—and the Contract is just and reasonable as to the Athletic Booster Club at the time it is authorized, approved, or ratified; or
- c. As to Contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the Self-Dealing Contract sustains the burden of proving that the contract was just and reasonable as to the Athletic Booster Club at the time it was authorized, approved, or ratified.
- d. Interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

D. Indemnification and Insurance

To the fullest extent permitted by law, the Athletic Booster Club shall indemnify its "agents." Agents include its Officers Members and Volunteers, and including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" and including any action by or in the right of the Athletic Booster Club, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Athletic Booster Club shall have the power to purchase and maintain insurance on behalf of any agent of the Athletic Booster Club, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law. It is the responsibility of the President to ensure that a policy covering members and activities is always in place.

ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS

A. Execution of Corporate Instruments

The Board will decide the proper signatories and processes that must be followed for applicable documents or transactions. This will include signatories on bank accounts and authorization for use of club credit cards. The Board may NOT authorize the use of any debit card.

All checks and drafts are drawn on banks or other depositories on funds to the credit of the Athletic Booster Club, or in special accounts of the Athletic Booster Club, shall be signed by such person or persons as outlined in the Athletic Booster Club's approved policies.

B. Loans and Contracts

Any advance payment for product, material, or asset purchased must have prior approval by the majority of the Board.

ARTICLE 12 – RECORDS AND REPORTS

A. Maintenance and Inspection of Articles and Bylaws

All documents relating to the formation and operation of the Athletic Booster Club will be stored in a central location, on campus, and be available for viewing or inspection with a minimum of 48-hour notice.

B. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

Appropriate records such as transactions, tax filings, asset purchases, etc. shall be kept for a minimum of 3 years.

C. Maintenance and Inspection of Other Corporate Records

The Athletic Booster Club shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the club. All such records shall be kept at a place or places as designated by the Board, or in the absence of such designation, at the principal office of the Athletic Booster Club. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or

typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, or Agent of the Athletic Booster Club shall turn over to his or her successor or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts, or other property of the Athletic Booster Club as having been in the custody of such officer or agent during his or her term of office.

E. Reports

The Board shall ensure an annual report is made available to all members within 30 days after the end of the fiscal year of the Athletic Booster Club, which shall contain the following information:

- a. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The expenses or disbursements of the Athletic Booster Club for both general and restricted purposes during the fiscal year.
- e. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.
- e. An audit is completed by an independent auditor annually.

ARTICLE 13 – FISCAL YEAR

The fiscal year for this Athletic Booster Club is July 1 - June 30.

ARTICLE 14 – AMENDMENTS AND REVISIONS

Proposal(s) to adopt an amendment or revision of the Bylaws shall be presented to the General Membership Meeting. Any member can make a proposal to the Bylaws.

At the next General Membership Meeting, the proposal(s) can be voted upon, if a quorum is met, by the members in attendance. A two-thirds ($\frac{2}{3}$) vote will be required to adopt the proposal. Also, these Bylaws may be adopted, amended, or repealed by a two-thirds ($\frac{2}{3}$) vote of the General Membership present in a General Membership Meeting.

These Bylaws should be reviewed periodically, by a committee led by the President-Elect and reported back to the General Membership. It is recommended the review take place at a minimum of every two years.

ARTICLE 15 – CONSTRUCTION AND DEFINITIONS

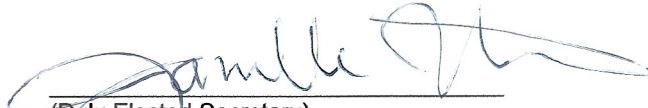
Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes an Athletic Booster Club as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Suspension or Termination of the Booster Club by the MUSD School Board
Upon Suspension or Termination of the Booster Club, the Athletic Director, or School Principal has the authority to remove all signatories to any bank accounts and move all monies in Booster Club accounts to an account controlled by the Milpitas Unified School District or an account approved by the Superintendent of MUSD.

CERTIFICATE OF SECRETARY

I, as the duly elected Secretary, certify that I am the current elected and acting Secretary of the benefit Athletic Booster Club, and the above Bylaws are the Bylaws of this Athletic Booster Club as adopted by the Board on 9/9, 2025 and that they have not been amended or modified since the above.

EXECUTED on this day of 9/9/2025, in the County of Santa Clara in the State of California.


(Duly Elected Secretary)

APPENDIX A - CONFLICT OF INTEREST POLICY

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or General Meeting while the potential conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of the said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Athletic Booster Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the best interest of the Athletic Booster Club, for its benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

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

Acknowledgment of Conflict of Interest Policy

Each officer and leader shall be required to sign a statement which affirms that such person:

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

CONFLICT OF INTEREST ACKNOWLEDGEMENT

I have received, reviewed, and acknowledged this conflict of interest policy. This acknowledgment will be kept with the Secretary of the Athletics Booster Club.

EXECUTED on this day of 9/9/25.



Signature of Officer