

Campolindo High School 501(c)(3) Athletic Boosters BYLAWS
As Approved 10-27-20 and Amended 04-11-2024

Article I. Name and Purpose

- A. Name:** The name of this organization shall be the Campolindo High School Athletic Boosters (to be referred as 'Campo Athletic Boosters' and, in this document, as 'CAB')
- B. Purpose:** The Campolindo High School Athletic Boosters ('CAB') is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Such purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

The CAB will function in a responsible manner so as to ensure the continuity of the organization and shall not carry out any activities not permitted to be carried out (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which, are deductible under Section 170(c)(2) of the Code (or the corresponding section of any future federal internal revenue law). The property of the CAB is dedicated to charitable purposes, and no part of the assets of the CAB shall benefit any director or member or private person.

The CAB shall not discriminate on the basis of race, color, religion or creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its operations - and will abstain from lobbying or otherwise attempting to influence legislation or work on behalf of any candidate for public office.

Article II. Organization

- A. Administration:** The CAB shall be governed by its Board of Directors.

B. The CAB Board of Directors:

- 1. Number of Directors:** The Board of Directors shall have not less than four (4) nor more than fifteen (15) voting Board Directors, with the exact number to be fixed from time to time within these limits by the Board. The Board shall consist of, at a minimum, the President, Vice President(s), Secretary, Treasurer and the Parliamentary roles. Additional roles shall be determined at the Board's discretion on a yearly basis. Each Board Director shall have voting rights. The Board may vote via electronic means.

- 2. Board of Director Terms:** The President, Treasurer and Secretary shall serve for a term of two years. All other Directors shall serve for a term of one year or until successors are elected. For all Board of Director positions, no person shall hold the same office for more than two consecutive years unless agreed to by the Board of Directors. A Director can be removed from the Board with a two-thirds majority Board vote.
- 3. Board Responsibilities.** It shall be the responsibility of the CAB Board to: (a) plan and perform the work of the CAB for the year including fundraising and other activities in support of Campo Athletics, (b) approve the Annual Budget and disburse the CAB funds as set forth in Articles III and VI below, (c) hold separate, any funds raised by individual sports teams and disperse those funds, consistent with team instructions and CAB regulations, (d) provide oversight to all Committee Members and agents of the CAB to assure that their duties are performed in accordance with Board regulations and policies, (e) meet at such times and places as required by these Bylaws, and (f) perform any and all other duties imposed on them collectively or individually by the applicable law or by these Bylaws.
- 4. Officers**
- a. The Executive Officers of the CAB shall include: the President; a Vice President; a Secretary; a Treasurer; and such other Executive Officers whose positions may be created from time to time by the Board without amendment to these Bylaws if approved by the unanimous vote of all Directors. Those officers deemed to be Executive Officers shall also be a Director as described in this Article.
- i. **President:** shall preside over all general and special meetings of the CAB; shall serve in an advisory capacity for other committees; shall represent (or designate other Directors to represent) the CAB in matters affecting the CAB; shall oversee Annual Budget creation; oversee development and revision of annual goals and priorities; and shall communicate regularly with the membership and school administration.
- ii. **Vice President:** shall act as President whenever the President is unable or fails to act in accordance with these Bylaws; shall serve on the Nominating Committee and also as a member of the Executive Committee; and shall perform such other duties as may be directed or requested by the President.
- iii. **Treasurer:** shall be a member of the Executive Committee; shall receive, keep, and preserve all monies of the CAB; shall keep accurate records of all receipts and disbursements and pay out all monies of the CAB - or those funds associated with individual team fundraisers – under direction of the Board; shall make periodic financial reports in writing to the Board and shall prepare or cause to be prepared an Annual Financial Report to the Board; shall assist in the preparation of the

Annual Budget; shall prepare, or cause to be prepared, and submit all required state and federal statutory filings in a timely manner; and shall perform such other duties as may be directed or requested by the President.

- iv. **Secretary:** shall be a member of the Executive Committee; shall keep written minutes of each meeting of the Board; shall prepare a summary of Board meetings for publication; shall attend to all correspondence; and shall perform other such duties as may be requested by the President.
 - v. **Parliamentarian:** shall attend all General Membership, Board of Directors, and Executive Committee meetings, organize and call the first meeting of the Nominating Committee, give necessary guidance on parliamentary law, chair a committee appointed by the President to review the Bylaws when necessary. and generally operate under Robert's Rules of Order, except as provided in these By-Laws.
 - vi. Executive Officers whose positions are created by the Board pursuant to Section 4(a): Such positions shall expire after a one-year term. The Board may re-create the position by unanimous vote.
- b. The Executive Officers may appoint other officers or assistants to aid in the discharge of their duties. Such appointments shall not operate to place the appointed person in the role of a Director or an Executive Officer. Any such appointed officers or assistants: (i) shall not have voting rights; (ii) shall serve at the pleasure of the Executive Officers; and (iii) may be removed with or without cause.

5. Ex-Officio Members:

The Board may appoint Ex-Officio Members that do not have voting rights. Such members may include the following:

- a. Campolindo High School Principal and Athletic Director (AD) – The Principal and AD shall be requested to attend regular meetings of the Board or meetings of the Executive Committee. Their views will be solicited on all matters that come before the Board. They will help ensure School Policies and District Policies are understood by the Board and Board actions are consistent with School and District policies.
- b. Immediate Past President Emeritus) - The outgoing President may collaborate with the Officers to execute CAB activities; collaborate and advise CAB Committees; and perform other such duties as may be requested by the President.

6. Sports Team Representation:

The CAB may establish a sub-committee, that will be led by a Board Member and filled by representatives from sports teams and/or athletes, for non-voting participation in sanctioned meetings to provide their views on matters before the Board.

7. Committees

The CAB Board may designate additional committees as needed to support the work of the Board such as a Nominating, Finance, Membership, Communications, Liaison, or other committees as needed. Except as otherwise provided in these Bylaws, committees act in an advisory only capacity to the Board.

- 8. Board D&O Insurance.** A Board Director shall not be personally liable for the debts, liabilities, or other obligations of the CAB. D&O Insurance will be purchased on behalf of Board Directors and other agent(s) of the CAB.

- 9. Compensation:** Board Directors shall serve without compensation. Board Directors may be allowed a reasonable advance or reimbursement of expenses incurred in the performance of their regular duties as approved by the Board.

- 10. Indemnification.** The CAB shall indemnify past or present Directors or agents of the CAB, or other person serving at the request of the CAB. This is meant to protect any person who was or is a party - or is threatened to be made a party - to any proceeding against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the CAB unless a court determines to the contrary.

Article III. Board Meetings and Voting

A. Regular Meetings of the Board

The Board shall meet during the school year on a regular schedule and at a regular place to be determined by the President in consultation with school administration. There will be at a minimum of six (6) Board meetings per year. The time and place of such regularly scheduled meetings shall be sufficiently communicated to the Board and the membership at large including via electronic means (e.g., email). All meetings of the Board may be open to the public. The Board may vary the schedule of its meetings if, in the judgment of a majority of the Board, circumstances so require.

B. Special Meetings of the Board

Special meetings of the Board may be called at such times as may be determined by the President and at least two other elected Board Directors, who shall determine the nature, date, and time of such meetings with at least two (2) day's notice.

C. Membership Meetings

At the Board's discretion, a general membership meeting may be held once or twice each

year to review the current and proposed budgets, the slate of nominees for the Board and Executive Committee and/or other strategic and operational priorities.

D. Board Decisions

Each member of the voting Board of Directors can cast one (1) vote. Any decision or action by the Board shall be made by a majority of the Board of Directors electronically or at a meeting duly held at which a quorum is present, unless the Bylaws of the CAB, or provisions of applicable law require a greater percentage or different voting rules for approval of a matter by the Board.

E. Quorum for a Board Meeting

A quorum shall consist of a majority of the then total number of Board Directors. Except as otherwise provided in these the CAB Bylaws, or by applicable law, no business shall be considered by the Board at any meeting at which a quorum is not present.

F. Adjournment

A majority of the Board or Executive Board members present, whether or not constituting a quorum, may adjourn any Board, Executive or other meeting.

G. Conflicts of Interest

Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine it is in the best interest of the Board to do so. The minutes shall record such disclosure, abstention and rationale for approval.

Article IV. Nominations and Elections of Board Directors

A. Nominating Committee

The Board President shall appoint a Committee in the spring of each school year to nominate candidates for all Board Director positions for the subsequent school year. The Nominating Committee shall submit a slate of candidates to the Board no later than the October Board meeting of each year - or earlier if vacancies exist.

B. Additional Nominations and Election of Board Directors

Nominations for Board Members and Executive Board Members may be solicited from the Campo community in general and sports teams and support organizations. Nominees shall be presented to the Board at the October Board meeting each year. The majority vote of those Board Directors present at a meeting with a quorum of Directors shall determine the election.

C. Installation and Orientation of Board

1. Before each fiscal year-end, the current Board of Directors shall consider the recommended slate of candidates provided by the Nominating Committee and vote to elect the following year's Directors and Officers
2. Newly elected and appointed Board Directors shall commence their duties at the beginning of each fiscal year and hold office until the end of the fiscal year. It shall be the responsibility of any outgoing Board Director to assist the incoming Board Director by preparing a report describing their duties to pass along to their replacements. Vacancies on the Board or Executive Board that may occasionally arise may be filled by a majority vote of the Board electronically or at a Regular Board Meeting.

D. Board Director Removal

Any member of the Board may be removed, at any time, with or without cause by a two-thirds majority vote of the remaining Board Directors.

Article V. Membership

- A. A Member is someone who has paid Membership dues determined by the CAB Board. Such Members are not "members" within the meaning of section 5056 of the California Nonprofit Corporation Law. Members are 'honorary members' and shall have no voting rights on issues that the Board or other Board sanctioned committees consider and full membership meetings are not mandated.
- B. All memberships shall expire on June 30th of each year and may be renewed annually by paying membership dues for the subsequent year.

Article VI. Records and Reports

A. Inspection Rights by Board Directors

Each Board Director shall have the absolute right to inspect all books, records and documents of every kind as well as physical properties of the CAB.

B. Annual Report

The Treasurer shall cause an Annual Report to be available no later than one hundred and eighty (180) days after the close of the CAB's fiscal year to be distributed at a meeting of the Board to all Board Directors present and to any other Board Director who requests it in writing. The Annual Report shall contain at least, the following information in appropriate detail:

1. Assets and liabilities of the CAB at fiscal year's end;
2. Principal changes in assets and liabilities during the fiscal year;
3. Restricted and unrestricted revenue for the fiscal year;
4. Restricted and unrestricted expenses and disbursements for the fiscal year.

The Annual Report shall be accompanied by reports of independent accountants, or, if there is no such report, the Treasurer will indicate that such statements were prepared without audit from the books and records of the CAB.

C. Dissolution

Upon the dissolution of the CAB, after paying or adequately providing for the payment of the debts, obligations, and liabilities of the CAB, the remaining assets and physical property of the CAB shall be distributed to a nonprofit organization, fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code. A 2/3 vote of the Board Directors shall be required to choose the non-profit organization.

Article VII. Amendment and Distribution of Bylaws

A. Bylaw Amendment

The Bylaws may be amended or revised at any regular meeting of the Board by two-thirds vote of those voting Directors present, provided that written notice of such amendment is made to the Directors at least seven (7) days before such meeting. Two-thirds (2/3) of those Board Directors present at which a quorum is established shall be required to amend the Bylaws of the CAB.

B. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

C. Distribution of ByLaws

A copy of these Bylaws shall be given annually to each Director and published on the CAB website.

Campolindo Athletic Boosters: As created 10-27-20; amended 09-20-22 and again on 04-11-24

Campolindo High School Athletic Boosters Conflict of Interest Policy

The Board of Directors (hereinafter referred to as “Board”) of the Campolindo High School Athletic Boosters (hereinafter referred to as “CAB”) adopts the following Conflict of Interest Policy and directs the Parliamentarian to ensure that it is given to, and acknowledged by, all members of the CAB Board (“Directors”).

Purpose:

The following Conflict of Interest Policy is intended to prevent: (a) the personal interest of Directors from interfering with the performance of their duties to CAB, and (b) personal financial, professional, or political gain on the part of Directors at the expense of CAB or its supporters or stakeholders.

Policy:

CAB Directors are expected to use good judgment, adhere to high ethical standards, and conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of CAB Directors and those of CAB. A conflict of interest exists when the loyalties or actions of CAB Directors are divided between the interest of CAB and the interest of CAB Directors. Both the fact and the appearance of a conflict of interest should be avoided.

Definitions:

Conflict of Interest (“Conflict”) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include CAB Directors. Supporter means corporations, foundations, individuals, 501(c)3 nonprofits, and other nonprofit organizations that contribute to CAB. Interested Party means immediate family member (spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares a person’s home, of CAB Directors; or any entity in which CAB Directors has a personal or economic interest (other than a publicly owned entity in which CAB Directors owns less than 5% of the outstanding shares) and with which CAB is doing, or considered doing, business.

Campolindo High School Athletic Boosters Whistleblower Policy

The Board of Directors (hereinafter referred to as “Board”) of the Campolindo High School Athletic Boosters (hereinafter referred to as “CAB ”) adopts the following Whistleblower Policy and directs the Parliamentarian to ensure that it is given to and acknowledged by all members of the CAB Board (“Directors”) .

Policy:

If any CAB Director reasonably believes that some policy, practice, or activity of CAB is in violation of law, a written complaint should be filed by that individual to the Board.

Encouragement of Reporting:

It is the intent of CAB to adhere to all laws and regulations that apply to the organization, and this Policy is intended to support the organization’s goal of legal compliance. The support of all CAB Directors is necessary to achieving compliance with various laws and regulations. The reporting to CAB of any illegal practices or serious violations or suspected violations of CAB’s policies is encouraged.

No Retaliation:

CAB prohibits retaliation by or on behalf of CAB against any CAB Directors who, in good faith, has protested or complained against some practice of CAB, or of another individual or entity with whom CAB has a business relationship, on the basis of reasonable belief that the practice is in violation of a law, rule or regulation or is in violation of a clear mandate or public policy. CAB Directors are protected only if the complaining party brings the alleged unlawful activity, policy, or practice to the attention of the Board and gives the Board a reasonable opportunity to investigate and correct the alleged unlawful activity.

Campolindo High School Athletic Boosters Confidentiality Policy

The collection of personal information of donors, including, but not limited to, name, mailing address, email address, phone number, children's ages and schools, employer, credit card information, and giving history, is a necessary part of the fundraising activities of Campolindo High School Athletic Boosters ("CAB"). Respecting the privacy of our donors is a basic value of CAB. All personal and financial information of donors is confidential and proprietary to CAB, and shall not be disclosed to or discussed with anyone without permission or authorization from the CAB Board. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Access to donor information and files is restricted to authorized individuals engaged in fundraising or donor acknowledgement activities on behalf of CAB. Authorization to access this information may be given to those whose position as a board member requires it. It is the policy of CAB that such information must be kept confidential both during and after employment or volunteer service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person who made it to appropriate discipline, including removal or dismissal. At the end of a board member's term, an employee's employment, or a volunteer's service, he or she shall return all documents, papers and other materials that may contain confidential information.

CERTIFICATE OF SECRETARY

I, Melanie McCauley, certify that I am presently the duly elected and acting Secretary of the Campolindo High School Athletic Boosters, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 13 pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all times present, on April 11, 2024.

DATED:

Melanie McCauley, CAB Secretary