

# **TAMBOOSTERS**

700 Miller Ave. Mill Valley, Ca. 94941 [www.tamhighboosters.com](http://www.tamhighboosters.com)

## **BYLAWS OF**

### **TAMALPAIS HIGH BOOSTER CLUB (TAM BOOSTERS)**

**A California Nonprofit Public Benefit Corporation**

*Adopted September 11, 2013*

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**BYLAWS  
OF  
TAMALPAIS HIGH BOOSTER CLUB (TAM BOOSTERS)  
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1  
OFFICE/MEMBERSHIP**

(a) The Corporation's principal office shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full authority to change the principal office from one location to another.

(b) The Corporation does not have voting members. Any action that would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights (including voting rights) and powers that would otherwise vest in the members shall vest in the Directors.

**ARTICLE 2  
OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this Corporation shall be to encourage, promote, and assist athletic activities in the Tamalpais High School community, in the following ways (among others):

1. By purchasing uniforms and equipment to supplement those provided by the Tamalpais Union High School District to the students of Tamalpais High School;
2. By offering scholarships to athletes of Tamalpais High School for athletic training and camps;
3. By encouraging Tamalpais High School students to participate in athletics at Tamalpais High School;
4. By keeping parents of Tamalpais High School students and other community members informed of Tamalpais High School athletic events and encouraging their attendance;
5. By providing financial and other support to the Tamalpais High School Athletic Department for activities and events that are not covered by the Tamalpais Union High School District;

6. By taking other action that is consistent with the Corporation's purposes and objectives and that is authorized under the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 3** **DIRECTORS**

### **SECTION 1. NUMBER**

The Corporation shall have a minimum of seven (7) Directors and a maximum of thirteen (13) Directors and collectively they shall be known as the Board of Directors. These Board members shall consist of the Officers of the Corporation and other committee chairs or positions as deemed necessary by the Board (e.g., Events Coordinator, Facilities Coordinator, Marketing and Communications Coordinator and other Fundraising Coordinators).

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, and this Corporation's Articles of Incorporation and Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Conduct, manage and control the affairs and activities of the Corporation and to do so by making such rules and regulations as it determines is best and consistent with law, the Articles and these Bylaws;
- (c) Select and remove all the other Officers, agents and employees of the Corporation, prescribe powers and duties for them as may be consistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service;
- (d) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their addresses with the Secretary of the Corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

### **SECTION 4. TERM OF OFFICE**

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. No

officer shall hold that specific office for more than three (3) consecutive terms.

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 3 of this Article.

## **SECTION 6. PLACE OF MEETINGS**

Meetings shall be held on the Tamalpais High School campus or other location designated and properly noticed by the Board. Any meeting, regular or special, may be held by conference call or other communications equipment, so as long as all Directors participating in such meeting can hear one another.

## **SECTION 7. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be held on a monthly basis during the school year. A schedule of meetings shall be approved at the beginning of the school year in September of each year. The annual meeting of the Board of Directors shall be held during the month of April each year, at which time the Officers and the Board of Directors shall be elected. Notice of the Annual Meeting shall be given to the Directors in accordance with Section 9 of this Article 3.

## **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two Directors. Such meetings shall be held at the place, within the State of California, designated by the person or persons calling the meeting. In the absence of such designation, the meeting will be held at the regular meeting location on the Tamalpais High School campus.

## **SECTION 9. NOTICE OF MEETINGS**

At the September meeting of the Board of Directors, a meeting schedule for the school year will be approved and made available to the Tamalpais High School community. Regular meetings of the Board thereafter may be held without notice. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty eight (48) hours notice delivered personally, by telephone, by facsimile or by electronic mail.

## **SECTION 10. CONTENTS OF NOTICE**

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

## **SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice either before the meeting or at its commencement.

## **SECTION 12. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, no business shall be considered by the Board at any meeting at which a quorum is not present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

## **SECTION 13. MAJORITY ACTION AS BOARD ACTION**

Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, Bylaws of this Corporation, or provision of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

## **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, the Treasurer or, in his or her absence, the Secretary, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be conducted in an informal fashion. However, upon the request of any Director, Robert's Rules of Order shall be followed.

## **SECTION 15. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action, including but not limited to email. Such consent shall have the same effect as the unanimous vote of the Board, and shall be reflected in the minutes of the proceedings of the Board.

## **SECTION 16. REMOVAL**

A Director may be removed from office with or without cause by a two-thirds (2/3) vote of the total number of all Directors serving at that time. For example, a Board member may be removed if he or she consistently misses meetings and can no longer carry out the duties of the Board of Directors.

## **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, and whenever the number of authorized Directors is increased.

Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation will be effective immediately, unless the notice specifies a later time.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held in compliance with these Bylaws, or (3) a sole remaining Director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

## **SECTION 18. NON-LIABILITY OF DIRECTORS; INDEMNITY**

The Directors shall not be personally liable for the debts, liabilities, or obligations of the Corporation. The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted by law in respect of claims arising from their acts on behalf of the Corporation. Further, this Corporation may purchase such insurance as the Board may find appropriate for this purpose.

## **ARTICLE 4** **OFFICERS**

### **SECTION 1. OFFICERS**

The Officers of the Corporation shall be: President, Vice-President, Secretary, and Chief Financial Officer, who shall be designated the Treasurer. A person may fill only one office at any one time. The Board may designate by resolution and appoint such other subordinate officers as needed.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as Officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified,

whichever occurs first.

### **SECTION 3. REMOVAL AND RESIGNATION**

The Board may remove any Officer, either with or without cause, at any time. In the event an Officer removed from office also is a party to a contract with the Corporation, such removal shall not impair or prejudice the rights, if any, of the Officer under his contract with the Corporation.

Any Officer may resign at any time by giving written notice to the Corporation. Such resignation shall take effect on the date the notice is received unless a later date is specified therein. Such resignation shall not prejudice the rights, if any, of the Corporation under any contract to which the Officer is a party.

### **SECTION 4. VACANCIES**

Any vacancy in any office caused by the death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, that office may be temporarily filled by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### **SECTION 5. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments that may from time to time be authorized by the Board of Directors.

### **SECTION 6. DUTIES OF SECRETARY**

The Secretary shall:

(a) Certify and keep at the principal office of the Corporation, or at such other place as the Board may determine, the original, or a copy of these Bylaws as amended.

(b) Keep at the principal office of the Corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records.

(e) Exhibit at all reasonable times the Bylaws, Articles and minutes of Board proceedings to any Director of the Corporation, or to his agent or attorney, on request therefor.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

## **SECTION 7. DUTIES OF TREASURER**

The Treasurer shall be the Chief Financial Officer of the Corporation. Subject to the provisions of these Bylaws relating to "Execution of Instruments, Deposits and Funds," the treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses and other matters customarily included in financial statements.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his agent or attorney, on request therefor.

(f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified by the Treasurer or the President, the financial statements to be included in any required reports if directed by the Board.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

## **ARTICLE 5** **COMMITTEES**

### **SECTION 1. COMMITTEES**

The Corporation shall have such committees as may from time to time be designated by the Board of Directors. These committees may consist of persons who are not also members of the Board. These committees shall act in an advisory capacity only to the Board.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Each committee shall devise its own procedures and regulations by a majority vote, except that it is mandatory that each chairperson notify the committee members of the time and place of each committee meeting. Each committee shall make an oral or written report of its meetings and its proposals at the regular meeting of the Board of Directors.

## **ARTICLE 6** **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation if they exceed \$1,500 in aggregate value.

All program expenditures from the General Fund must be approved by a simple majority of the Board of Directors.

All administrative expenses from the General Fund in excess of \$500 must be approved by a simple majority of the Board of Directors.

All expenditures from individual Team accounts will be presented to the Board for approval (by a simple majority) at the discretion of the President and Treasurer.

### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

## **ARTICLE 7**

### **CORPORATE RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep the following records at its principal office, or at such other place as the Board may determine:

- (a) Minutes of all meetings of Directors and, if applicable, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Corporation's current Articles of Incorporation and Bylaws, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times.

### **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

### **SECTION 3. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION**

The Corporation shall prepare and deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the Corporation was a party, and in which any

Director or Officer of the Corporation had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article 4 hereof, unless such indemnification has already been approved pursuant to Article 4.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

#### **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **SECTION 5. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and eighty (180) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

- (a) The Corporation's assets and liabilities, including the trust funds, as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any accompanying report of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such report was prepared without audit from the books and records of the Corporation.

**ARTICLE 8**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> August and end on the 31<sup>st</sup> of July in each year.

**ARTICLE 9**  
**AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed by approval of the Board of Directors.

**ARTICLE 10**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**SECTION I. AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended by approval of the Board of Directors.

**SECTION 2. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11**  
**PROHIBITION RE: SHARING CORPORATE PROFITS AND ASSETS**

No member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall inure to the benefit of or receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. This provision, however, shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntary, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation or to one or more nonprofit funds or corporations which have establish their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and satisfied the requirements of Section 214 of the California Revenue and Taxation Code.

**ARTICLE 12**  
**DEDICATION OF ASSETS**

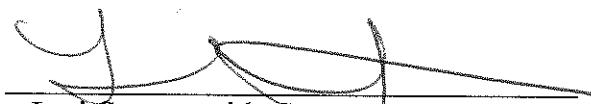
The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.

**ARTICLE 13**  
**CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

**CERTIFICATE**

The undersigned, the elected Secretary of the Corporation, does hereby certify that the foregoing is a true and correct copy of the Bylaws of the Tamalpais High School Booster Club, and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.



Lori Coopersmith, Secretary

Dated: 9/11/2013