

INCLINE BOOSTERS CLUB
AMENDED AND RESTATED BYLAWS

APRIL 12, 2024

DEFINITIONS

For the purpose of this document, the following terms shall have the meaning ascribed to them.

1. "OFFICER": An Officer, is a Board Member in good standing of the Incline Boosters Club who has been elected to a position of greater responsibility within the organization. These positions typically include, but not limited to, the office of the President, Vice President, Treasurer, Secretary, Communication, and Hispanic Liaison and may encompass other roles as determined by the needs of the elected officers and board members. In addition to their regular membership duties, Officers are entrusted with decision-making authority and are responsible for guiding the direction and governance of Incline Boosters Club They are required to sign documents affirming their adherence to a confidentiality statement, acknowledging the sensitive nature of Incline Boosters Club proceedings and information. Moreover, Officers are officially recognized by being listed on Incline Boosters Club tax and/or banking documents. Individually a "Officer" or, if more than one, the "Officers". No person or entity who is considered under the definition of this document as a Beneficiary can hold the position of an Officer.
2. "BOARD MEMBER": A Board Member is a Member in good standing of the Incline Boosters Club who has been appointed to a position within the organization. These positions oversee committees and/or other responsibilities. These positions typically include Concessions, Hospitality, Banner Sales, Merchandise, Membership, and Grade Parent Representative. Individually a "Board Member" or, if more than one, the "Board Members". No person or entity who is considered under the definition of this document as a Beneficiary can hold the position of a Board Member.
3. "MEMBER": A Member is anyone who is eighteen years old or older and no longer a student at Incline High School who has paid the annual membership dues and is otherwise in good standing with Incline Boosters Club. Individually a "Member" or, if more than one, the "Members"
4. "BENEFICIARY": A beneficiary refers to any profit/non-profit entity, including, but not limited to Washoe County School District, Incline High School, its employees, volunteers and authorized representatives, with regard to Incline Boosters Club, that receives benefits solely by its existence and without any obligation to perform or earn proceeds
5. "THE BOARD": The board is a group composed of both Officers and Board Members.
6. "APPOINTED MEMBERS" An Appointed Member to the Incline Boosters Club is a person or persons who is a representative of, but not limited to Incline High School, Washoe County School District, Washoe County Sheriff's Office, Incline Educational Fund, and any person or persons who the President of the Incline Boosters Club appoints. They serve as a representative and have no voting rights during any Member meetings, but may attend all Member meetings and have a voice in all Member meetings, except Special Meetings that the President of The Boosters has called. Only The President of the Incline Boosters Club may approve and invite an Appointed Member to a special meeting.
7. "MEMBERSHIPS" an Incline Boosters Club Membership constitutes family, community, alumni or patron, as well corporate. Each Membership type is afforded a single vote at any Incline Booster Club meetings.

ARTICLE I. PURPOSE

The Incline Boosters Club (the "Boosters") provides financial and other assistance to Incline High School ("IHS") programs and activities that serve more than one student for more than one year.

ARTICLE II. MEMBERS

Membership dues, classes of membership, and privileges for each class shall be determined by the Board (individually a "Officer," collectively the "Board") of The Boosters. Dues shall be payable annually in advance for one year beginning on September 1. Any Officer and or Board Member may resign by filing a written request for resignation to the Board. Previous dues paid by the resigning member may not be refunded unless approved by a majority vote of the Board.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. An annual meeting of the Members shall be held in June of each year at a place and hour set by written notice of the Board and given to all Members at least ten days before the meeting. The purpose of this meeting shall include the election of the new Officers, as set forth in Article IV, and the transaction of such other business as may come before the membership. Meetings are open to all Members.

Section 2. Special Meetings. Special meetings may be called by the President of The Boosters, a majority of the Board, or a majority of the Members, upon seven days' notice to all Members. Meetings are open to all Members. The President of The Boosters can call a special meeting that does not include the general membership "Members" and includes only those officers and members who are authorized by the President of The Boosters to attend such special meetings

Section 3. Regular Meetings. Regular Meetings of the Members will be held for the purpose of handling matters necessary for the continuation and purpose of The Boosters as set forth in Article I. These meetings will be held at a time and place to be decided by the Board following the annual election, and the membership shall be notified. Only the President has the authority to cancel a monthly meeting in the event there is no pending business, or weather prohibits such a meeting. Meetings are open to all Members.

Section 4. Executive Meetings: When necessary, the President of The Boosters, or a majority of the Officers can call for a meeting to be convened to address matters of a sensitive nature. This meeting will be held with Officers only.

Section 5. Voting. At any meeting of the Members, each Officer shall be entitled to cast one vote. Additionally, at meetings where non-governance decisions are made, each Member shall be entitled to one vote. Decisions pertaining to items including, but not limited to, budget, bylaws and financial matters shall be exclusively within the purview of the Officers. This responsibility is inherent to their fiduciary role within the organization. Only Officers of The Boosters are permitted to vote on governance matters.

Section 6. Quorum. Except as otherwise provided in these Bylaws, the presence in person, telephonically, or by proxy of any number of the Members at a properly called meeting shall constitute a Quorum.

Section 7. Proxies and Voting. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, signed by the Member, and filed with the Secretary.

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Such proxy may be valid for any period of time stated thereon up to a maximum of six months except as otherwise provided in the Articles of Incorporation of these Bylaws. A majority vote by Members present, in person or by proxy, shall prevail at such meeting. Any proxy may be amended or revoked by a proxy signed later than the prior proxy.

ARTICLE IV. THE BOARD

Section 1. Number, Tenure, Qualifications and Disqualifications. The number of members of the Board shall be an odd number not to exceed fifteen as set forth by the Members at the Annual Meeting of The Boosters and shall each serve a one-year term. The Board shall be comprised of the following:

1. A minimum of five Members shall be elected by The Boosters' membership (the "Officers"). A person elected as an Officer must be a member in good standing of The Boosters at the time of election. The election of Officers Board Members shall be considered official and binding when a majority of the Quorum at the Annual Meeting vote in favor of the person seeking a position on the Board.
2. A minimum of one representative from IHS shall be appointed by the Officers as a non-voting Board Member.
3. The Past President who shall serve as Ex-officio, non-voting member of the Board
4. Beneficiaries are ineligible to serve as an Officer and or Board Member.
5. The Officers may appoint additional designated non-voting members from other established non-profit service organizations which support IHS programs and activities.
6. The Board (elected and appointed) may appoint additional designated representatives from The Boosters membership.
7. When a Board Member might also serve on another board for a profit/non-profit; this should be disclosed in writing and approved by Officers.

Section 2. General Powers. The affairs of The Boosters shall be managed by the Officers. The Officers shall carry out the purpose of The Boosters as described in Article I.

Section 3. Quorum. A majority of the Officers present shall constitute a quorum for the transaction of business. If less than a majority of the Officers is present, no official business will be conducted.

Section 4. Vacancies. A vacancy occurring in an elected Board position during an unexpired term will be filled from The Boosters membership by a majority vote of a quorum of the Board. Such appointees will complete the term of his/her predecessor or serve until the next scheduled election, at the discretion of the appointee.

Section 5. Compensation. Members of the Board shall not receive any salary or compensation for their services; but nothing herein shall be construed to preclude any Officer from serving the organization in any other capacity and receiving compensation therefore.

Section 6. Removal. Any Board Member, or any Officer elected or appointed by the Board may be removed by a majority vote of the quorum of the Board whenever, in its judgment, the best interest of The Boosters would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

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Absence from three (3) consecutive Board meetings or from any five (5) Board meetings in any one (1) year shall constitute grounds for removal from the Board upon a majority vote of the Board. The year shall commence July 1 and conclude June 30.

Section 7. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of a majority of the Board which shall be filed in the minute book of The Boosters. Any action so approved shall have the same effect as though taken at a meeting of the Board. A copy of such consent action shall be communicated promptly to each Officer. Any Officer dissenting from such action may file a written dissent with the Secretary who shall file such dissent in the minute book of The Boosters.

Section 8. Regular Meetings. Notice of regular meetings of the Board shall be given to each Officer and Board Member personally or by email transmission at least seven days prior to the day named for such a meeting, which notice shall state the time, place and purpose of the meeting. If said notice is given by email, delivery shall be to the address provided to The Boosters by the Officer and Board Member for purposes of Notice. Meetings are open to all Members.

Section 9. Indemnification. The Boosters shall indemnify and hold harmless its Board, Officers and agents as they are duly elected or appointed from time to time, from any and all damages, expenses, costs, attorneys fees or claims thereof arising out of or occurring in the performance of their work and activities on behalf of The Boosters excepting therefrom only willful misconduct or gross negligence of said persons, and provided further that there shall be no right of subrogation against the Corporation by any insurance or other person by reason of this Bylaw or by any act or omission of any indemnified person; and each such indemnified person shall agree that there shall be no such right of subrogation as consideration for the benefit of this resolution which shall not otherwise apply to her or him.

ARTICLE V. OFFICERS

Section 1. Designation. There shall be a minimum of four (4) Officers elected by the Board at the first regular meeting of the Board, Additional officers such as 2nd Vice-President or Liaison Officer may be elected at the discretion of the Board, after the Annual Meeting: President, Vice-President, Secretary, and Treasurer. A fifth Officer, 2nd Vice-President, may be elected at the discretion of the Board. The elected Officers shall serve for a term of one year in his/her office, not-to-exceed four consecutive terms. It is desirable that Officers have served on the Board during the previous year. The Officers shall be elected by the Board immediately after the Annual Meeting of the Members.

Section 2. President. The President shall be the principal executive officer of The Boosters and shall in general supervise and control all business and affairs of The Boosters. He/she shall be the chairperson of

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the Board and shall preside at all meetings of Members and of the Board. He/she may sign, with the Secretary and/or the Treasurer any contracts or other instruments which the Board has authorized. He/she shall perform all duties of the office of the President and such other duties as may be prescribed by the Board.

Section 3. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to her/him by the President or the Board. The Vice President shall oversee communications and publicity. It is desirable that the Vice President assume the position of the President for the following term, subject to the vote of the Members at the Annual Meeting.

Section 4. 2nd Vice President. The 2nd Vice President, if elected, shall serve in the absence of the President or the Vice President or in the event either one or both are unable to serve in his/her capacity and shall chair the committee responsible for award banquets, fundraising events, and general hospitality activities. In the event no 2nd Vice President is elected, the Board shall appoint a Member to chair the committee, and the Treasurer shall serve in the absence of the President and Vice President.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of The Boosters. He/she shall receive and give receipts for moneys due and payable to The Boosters from any source whatsoever, and deposit all such moneys in the name of The Boosters in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws. In general, the Treasurer performs all the duties of the office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board. The Treasurer shall submit a financial report at each monthly meeting and the annual membership meeting. The Treasurer shall ensure that all required government financial reporting forms are filled accurately and on time. The treasurer shall establish and maintain a Boosters purchase order and invoice payment procedure which allows direct order and payment to a vendor of those expenditures authorized by the Board.

Section 6. Secretary. The Secretary shall be responsible for the minutes of the meetings of the membership and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions set forth by the Board; be custodian of The Boosters' records, keep a register of the mailing addresses of each member which shall be furnished to the Secretary by the chairperson of the membership committee, keep a written roster of all the Board members, their addresses and telephone numbers, and in general perform all duties of the office of the Secretary and such other duties as may be assigned to him/her by the President or the Board.

Section 7. Liaison. The Liaison will foster relationships and provide proactive outreach within the Hispanic or other community, encourage engagement and Booster membership, and make recommendations on how the Boosters can serve the Hispanic and other communities. The Liaison works with grade parent representatives, and collaborates with other committee chairs. Liaison should speak Spanish and, Liaison is a voting Board member.

Section 8. Past President. The Past President shall be an immediate past President. He/she shall advise the President and the Board on any and all matters which may come before the Board for action. He/she shall assist the President in ensuring that the duties and responsibilities of the

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various Officers and The Boosters committees are carried out. The Past President may be requested by the President or by the Board to perform or assist in the performance of other duties or responsibilities but is under no obligation to accept such requests. Should the immediate Past President of The Boosters be unable to serve, a previous President, previous Director or previous Officer may fill this position, at the President's discretion.

Section 8. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any Officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board, or any special meeting of the Board called for such purpose.

ARTICLE VI. COMMITTEES

The President may designate one or more standing committees, each of which shall consist of one or more chairperson(s) and which shall assist the Board in managing The Boosters. Each chairperson of the committee shall be appointed by the President for up to two years and may be reappointed. Members of each committee are appointed by the chairperson of that committee or the President and will serve the organization for up to two years and may be reappointed.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND DISBURSEMENTS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of The Boosters to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for payment of any notes or other evidence of indebtedness issued in the name of The Boosters shall be signed by two of the officers, preferably the Treasurer and President. Other agents may sign checks or drafts in the absence of the President or Treasurer, but only on approval of the Officers and/or the Board.

Section 3. Deposits. All funds of the organization shall be deposited to the credit of the organization in such banks, trust companies, or other depositories as the Board may select.

Section 4. Disbursement of Funds.

(A). All disbursements for IHS programs and activities shall be with the approval of the Board and shall be the result of written requests from department heads. Written requests from the Athletic Department of IHS shall be submitted to the Athletic Director for approval and submission to the Board. Written requests from other IHS departments shall be submitted to the Treasurer of The Boosters for review and for the consideration of the Board.

(B). Requests for financial support from other established IHS service organizations shall be submitted in writing directly to the Board by the designated representative of that service organization.

(C). If Board approved expenditures are not executed within 90 days of the Board approval, such approval is automatically withdrawn; and the request must be resubmitted per established procedures.

(D) Notwithstanding the foregoing, the Board may authorize the President to have the discretion to approve disbursements up to a resolved amount and to direct the Treasurer to issue payment as though the disbursement had been approved by the entire board.

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ARTICLE VIII. BOOK AND RECORDS

The Boosters shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board, Officers, and committees having any of the authority of the Board and shall keep a register of the names and addresses of the members entitled to vote. All books and records of The Boosters may be inspected by any Member, or his/her agent or attorney for any proper purpose at any reasonable time. Email copies can be provided upon request.

ARTICLE IX. DISSOLUTION OF THE BOOSTERS

The Boosters may be dissolved upon a vote of 2/3rds of the Members of The Boosters at the time of voting. Any and all money, equipment, or properties held by The Boosters at the time of dissolution shall be transferred to IHS or Incline Education Fund for distribution within the public schools of Incline Village, NV.

ARTICLE X. AMENDMENTS

These bylaws may be amended, re-written, or changed at any properly noticed Meeting of the Board by approval of a majority of the Board

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any law of the State of Nevada or under the provisions of the Articles of Incorporation or the Bylaws of The Boosters, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. CONFLICT

In case any of these Bylaws conflict with any provisions of the laws of the State of Nevada, such conflicting Bylaws shall be null and void upon final determination to such effect by a court of competent jurisdiction, but all other Bylaws shall remain in full force and effect.

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IN WITNESS WHEREOF, we, being all of the Officers of The Boosters have hereunto set our hands this 12 day of April, 2024.

_____,'

Officer

_____,'

Officer

_____,'

Officer

_____,'

Officer

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Officer

_____,'

Officer

CERTIFICATE OF SECRETARY

I, Heather Shook the undersigned, the duly elected and acting Secretary of the Incline Boosters Club (the "Corporation"), do hereby certify the Bylaws Update was approved on the 12th day of April, 2024, by the Directors of said Corporation

Heather Shook, Secretary