

**BY LAWS OF LOVEJOY LEOPARDS, INC.**  
**A Texas Nonprofit Corporation**

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*As Adopted 9-13-2006; Revised 5-2-2010, Revised 9-26-2012, Revised 1-20-15, Revised 1-15-19, Revised 9-2-2020*

## INTRODUCTION

*These are the bylaws of Lovejoy Leopards, Inc., (LLI) a Texas nonprofit corporation (the "Corporation"). The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Our Tax Identification Number is 20-5361354*

## ARTICLE 1 PURPOSE

1.1 The purposes for which the Corporation has been formed are set forth in its Articles of Incorporation. Our objectives are:

- a. To provide a positive environment for the student's educational and athletic growth.
- b. To promote closer relationships among the parents, students, and staff, in an atmosphere of mutual cooperation, support and respect.
- c. To encourage a high level of achievement for the Lovejoy Independent School District athletic and academic programs.
- d. To provide resources, both human and financial, to support Lovejoy Independent School District athletic and academic programs.
- e. To promote communication and cooperation between Lovejoy High School parents sponsored athletic and academic Booster clubs.
- f. To award scholarships to athletes and students to further their post high school education.

1.2 The Corporation activities must conform, as applicable, to rules promulgated by the University Interscholastic League. We are noncommercial, nonsectarian and nonpartisan. No Director, Officer or member of an Athletic or Academic Booster Club, while acting in that capacity, may seek to either direct the administrative activities or control the policies of the LISD or the coaching staff.

1.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Board Members, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or

the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this Corporation shall not, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE 2 GENERAL**

2.1 Principal Office. The Corporation's principal office is 2350 Estates Parkway Lucas, Texas 75002.

2.2 Registered Office and Registered Agent. The registered office and registered agent are Jim Bob Puckett, 2350 Estates Parkway, Lucas, Texas 75002. The Board may change the registered office and registered agent from time to time.

2.3 Governing Law. These Bylaws are subject to the provisions of the Texas Non-Profit Corporation Act, as amended (the "Act").

## **ARTICLE 3 MEMBERS'**

3.1 Membership. The Corporation shall not have members.

3.2 Dues. The individual Booster Clubs must pay the annual dues as set by the Board. The Board will determine the amount of the annual dues, at the beginning of each school year and vote to approve that amount at the first Board Meeting of the new school year. Dues will be paid by each Booster Club as a part of their respective annual dues and remitted to the Corporation by that Booster Club. Each Booster Club, with the LLI President's approval, will determine the timing of the payment of the Booster Club annual dues. The timing of Booster Club annual dues payments must be consistent with the club's annual budget and be communicated to the LLI Treasurer.

3.3 Meetings. Members of Lovejoy High School Athletic Booster Clubs may attend, but not participate in, any meeting of the Corporation.

3.4 Conduct. All LLI Directors and Booster Club members are required to act in a courteous behavior toward all participants, coaches, officials, staff, and fellow spectators at all times. All club officers are responsible to enforce the Booster Club Code of Conduct and report any violations to LLI for investigation and decision to escalate the matter to the Athletic Director.

## **ARTICLE 4 BOARD OF DIRECTORS**

4.1 General Powers. The Board manages the business of the Corporation. The Directors will guide the Corporation in order that we may fulfill our purposes.

4.2 Budget/Procedures. The Board must approve an annual budget (the Budget) for the Corporation. The Board may amend the Budget during the year as necessary. The Budget and any amendments must be submitted to the LISD's designee for approval by September 1. The Board may use the Budget five days after submission to the designee, unless the designee disapproves the Budget. The Board must adopt an annual review for all LLI Officers, Booster Club Presidents (Board Directors) and Club Treasurers of the Board Operating Procedures, both the LLI Bylaws and the Athletic Booster Club Manual. This review must be scheduled within the first month of each new school year to make certain everyone is trained to start the year.

4.3 Numbers and Tenure. The President of each Booster Club is automatically a Director of the Corporation. The Treasurer elected by the Board is not required to be a member of the Board. Each Director will hold office for one (1) year and until his or her successor is elected. LLI does not restrict the number of years an individual can serve on the corporation just that it is for a one year term (July 1 to June 30). An individual may only be a President of one Booster Club in the same school year. A Director may be re-elected by their respective club or represent another club if allowed by their respective club's by-laws.

4.4 Vacancies. Any vacancy in the Board of Directors occurring during the year shall be filled for the unexpired portion of the term by the acting or newly elected President of the Booster Club from which the vacancy resulted.

4.5 Removal of Directors. The Directors may remove a Director at any time with good cause. "Good cause" for removal of a Director includes, but is not limited to, the unexcused absence from three (3) consecutive Board meetings. The meeting notice must state that the removal of the Director is on the agenda. The Director may explain why he or she should not be removed. At the meeting, the Directors will consider possible arrangements for resolving the problems that are in the mutual interest of the Board and the Director. A Director may be removed by the affirmative vote of fifty-one percent (51%) of the Directors.

4.6 Compensation. Directors may not receive any compensation for their services as directors. Directors may receive reimbursement of expenses incurred on behalf of the Corporation. Directors may receive compensation for actual services rendered to the Corporation, provided such compensation is approved by the Board and allowed by law.

4.7 Authority for Expenses. No Director has the authority to commit the Corporation to any financial obligation outside the Budget. All expenditures must be included in the Budget and the appropriate activity must be so noted on the invoice.

## **ARTICLE 5 BOARD MEETINGS**

5.1 Annual Meeting. The annual meeting of the Board must be held in May of each year.

5.2 Meetings. The President or any three (3) Directors may call a meeting. The person or persons authorized to call a meeting of the Board must designate the time and fix the place within the Lucas/Allen/Fairview city limits. A Board meeting may be held as a virtual Board meeting if outside health, environmental or weather conditions warrant it.

a. At any Board meeting, Directors may participate by telephone as long as they provide advance notice that they will be unable to attend in person. Arrangements will be made and provided prior to the meeting. It is the responsibility of the Director participating by phone to call the applicable phone number.

b. Each Booster Club must have a representative at each Director meeting. If the Booster Club President cannot attend, the President must notify the LLI President or Secretary and appoint another of their respective Booster Club's Board member to be present. If a Booster Club does not have a representative at a meeting, the Secretary will note in the meeting minutes that the respective club was not represented and notify the Athletic Director and the respective coach for that club. The meeting minutes will be provided to all Directors within 10 days of the meeting for their review and correction.

c. The President or Secretary must give at least three (3) days advance notice of any Board meeting by Proper Notice. Proper Notice means either: personal delivery, telephone/text, or email to each Director at the address as shown by the Corporation's records. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

d. A Director may designate another board member of their respective club to act as their proxy in their absence provided that the President and Secretary of LLI receive notification in writing or email in advance of the meeting. The notification must clearly state the name of the individual that the proxy is assigned and if there are any stipulations (e.g., unable to vote on financial matters). If no stipulations are provided, then the individual will have same authority as their club's Director for that meeting.

e. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even though directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors' present may adjourn and reconvene the meeting one time without further notice. Directors present by proxy may be counted toward a quorum. Should there be a quorum but there exists a stalemate on a vote on a particular issue, the President may vote to break the stalemate.

f. Any action that could be taken at a Board meeting may be taken without a meeting if needed to resolve a time sensitive issue or Directors are not available for a meeting in person as long as all Directors agree. To facilitate communication, material may be distributed via email for review and comment. Matters which require a vote may be addressed via email if all Directors agree. The topic, supporting documentation, and subject matter to be voted on must

be clearly outlined in the email, with all Directors on copy. The Secretary will facilitate the tracking of the votes and once sufficient votes are received to approve or reject the motion, it will be communicated to all Directors and included in the next meetings official minutes.

g. Each Director will have one vote. The majority vote of the Directors attending a meeting will constitute the action of the Board, except as under the provisions of section 5.2 (e) above, regarding a stalemate.

5.3 Actions of the Directors. The Directors will try to act by consensus. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board.

## **ARTICLE 6 OFFICERS**

6.1 Officers. The Corporation's Officers are: President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, each of whom must be a member of the Board of Directors and a Treasurer, who may or may not be a member of the Board of Directors. Each Officer must be a member of at least one Athletic or Academic Booster Club. The Treasurer must be a Certified Public Accountant or have an accredited degree in accounting unless an external CPA firm is used to maintain and submit IRS paperwork. Any two or more offices may be held by the same person except the offices of President and Secretary. The Board may create new positions at any meeting.

6.2 Election. The Officers will be elected by a majority vote of the Board of Directors on or before the annual meeting in May. Officers may be elected before assuming office on July 1<sup>st</sup>, to allow for training and to help facilitate a smooth transition of duties and financial information from the outgoing officers.

6.3 Term. The Officers will assume their official duties at the annual meeting and will serve until the next annual meeting.

6.4 Removal. The Directors may remove an Officer at any time with good cause." Good cause" for removal of an Officer includes, but is not limited to, the unexcused absence from three (3) consecutive Board meetings. The meeting notice must state that the removal of the Officer is on the agenda. The Officer may explain why he or she should not be removed. At the meeting, the Directors will consider possible arrangements for resolving the problems that are in the mutual interest of the Board and the Officer.

6.5 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**ARTICLE 7**  
**DUTIES OF THE OFFICERS**

7.1 President. The President will: supervise and control the Corporation's business; preside at all Board meetings; execute any contracts or other instruments that the Directors have authorized. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The President must perform all other duties prescribed by the Board and all duties relative to the office of president.

7.2 1<sup>st</sup> Vice-President. When the President is absent, the Vice President will perform the duties of the President, with all powers of but subject to all the restrictions upon the President. The Vice President must perform the other duties as assigned by the President or The Board.

7.3 2<sup>nd</sup> Vice-President. When the 1<sup>st</sup> Vice-President is absent, the 2<sup>nd</sup> Vice-President will perform the duties of the 1<sup>st</sup> Vice-President, with all powers of but subject to all the restrictions upon the 1<sup>st</sup> Vice-President. The 2<sup>nd</sup> Vice President must perform the other duties as assigned by the President or The Board.

7.4 Treasurer. The Treasurer: (a) has charge and custody of Corporation funds ;( b) must pay funds as authorized by the Budget; (c) will maintain Corporation financial records; (d) must prepare monthly financial reports and an annual report. The annual report shall be signed by the President and Treasurer and submitted to the Lovejoy Independent School District Superintendent or his designee. ; (e) ensure that the proper Federal and State filings are made; and (f) perform all other duties assigned by the President or by the Board and the entire duties incident to the office of treasurer; (g) responsible to train Booster Club Treasurers on the Corporation reporting requirements.

7.5 The Books of the corporation can be subject to internal or external audit.

7.6 All checks will require two signatures. By signing a check, the signatories certify that the expenditure appears to be in accordance with the Budget. In the event, that a husband and wife are authorized signers on the Corporation bank account, the husband and wife may not sign the same check. If a check is payable to an authorized signatory, then that person may not sign the check.

7.7 Secretary. The Secretary must give all notices as provided in the bylaws or required by law; take minutes of the meetings and keep the minutes as part of the Corporation. records; maintain custody of the official records; keep the official register of the mailing address, phone number, and email address of each Director; and perform all other duties assigned by the President or by the Board and perform all of the duty's incident to the office of secretary.

## **ARTICLE 8 BOOSTER CLUBS**

8.1 Booster Clubs. Each sport recognized by the University Interscholastic League or as an official sport by the Lovejoy High School Principal, or as already recognized as a member of the LLI as of January 1, 2020, and for which Lovejoy High School fields a sports team may have a Booster Club. Additionally, Clubs may be members of LLI. that don't necessarily fit these criteria, if approved in advance by the Board and the LISD Superintendent or his/her designee. Each Booster club shall be governed by a set of bylaws and will be treated as a division of the Corporation. The Board of directors of the Corporation will determine and require provisions and procedures, which must be set forth in each individual booster club's bylaws and procedures in order to be a part of the Corporation. The board of directors will have the sole and final determination on each booster clubs' bylaws and procedures to ensure that they conform to the board's requirements. Each Booster club will have a budget in accordance with their individual bylaws and will present a copy to the Board of the Corporation. Each Booster Club must, by the 10<sup>th</sup> of each month, reconcile their Bank Account and provide an electronic copy of the Booster Club's monthly Bank Statement to the LLI Treasurer. In addition, each Booster Club will prepare an annual report, as well as satisfy the financial requirements as set by the Board of Directors of LLI, in such form as determined by the Board, for the fiscal period July 1 to June 30 and present it to the Treasurer of Lovejoy Leopards Inc., for inclusion in the Corporation's annual reporting and Government filings, no later than July 31 of each year. Said report will be signed by the President and Treasurer of the Booster Club and be accompanied by all original bank statements, and a complete listing of cash receipts and disbursements. The failure by any Booster Club to provide the above required reporting and documents will be cause for the board, in at its discretion, to take action to enforce compliance which could lead to the Booster Club being denied the right to operate as part of the Corporation in the future.

## **ARTICLE 9 COMMITTEES**

9.1 Committees. The Board may establish special committees with specific authority to perform a necessary service for the Board. A committee may include Directors, Officers, Members or non-Members, as the Board elects. The Board may not delegate any of its authority to a committee. The establishment of a committee does not relieve the Board, or any individual Director, of any responsibility imposed by the Bylaws or law. The Board of Directors must define the activities and scope of authority of each committee.

9.2 Chair. The President will appoint one member of the committee as the chair. The chair will call and preside at all meetings of the committee.

9.3 Term. The committee will dissolve at the direction of the President or when the committee's project is complete.



**ARTICLE 10**  
**UNIVERSITY INTERSCHOLASTIC LEAGUE**

At all times when performing their duties for the Corporation, the Board of Directors, the Officers, and any Representative of the Corporation, in any capacity, must strictly comply with the rules and regulations governing "Booster Clubs" as promulgated by the University Interscholastic League in the State of Texas. The Corporation acknowledges that the charitable activities of the Corporation shall be subject to review and approval of the Superintendent of the Lovejoy ISD, or his/her designee. The Superintendent, or his/her designee, shall be invited to attend each meeting of the Corporation's Board of Directors.

**ARTICLE 11**  
**DISOLUTION OF ASSETS**

Upon the dissolution of the Corporation, assets shall be distributed To the Lovejoy Independent School District for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Collin County, Texas in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE 12**  
**INDEMNIFICATION**

12.1 Indemnification of Members, Directors and Officers. The Corporation must indemnify a person who was, is or has been threatened to be made a named defendant or respondent in a proceeding because the person is or was a Member, Director or Officer, but only if the determination to indemnify is made in accordance with the provision of Article 1396-2.22A of the Texas Civil Statues as amended.

12.2 Insurance of Directors, Officers, or Agents: The Corporation must purchase insurance for its Directors, Officers, or agents, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the Corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts. Each booster club must purchase and maintain an insurance policy with a minimum of \$1 million coverage and provide proof of policy to LLI designee (treasurer). This must be completed on an annually by March 1.

## **ARTICLE 13 GENERAL PROVISIONS**

13.1 Books and Records. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

13.2 Fiscal Year. The fiscal year of the Corporation will begin on the first day of July and end on the last day of June in each year.

13.3 Seal. The Corporation will not use a corporate seal.

13.4 Robert's Rules. Robert's Rules of Order (Revised) will govern all meetings.

13.5 Amendments to Bylaws. These bylaws may be amended by any meeting; if written notice is given to all Directors.

13.6 Gifts. The Board may accept any contribution, gift, bequest, or device for the general purposes or for any special purpose that benefit the Booster Clubs. Any gift over \$50 must be reported in the minutes of a Booster Club meeting (e.g., date company or person donating the item/service, who received it, and any special conditions that were attached). Acceptance of a gift may be declined by vote by each club, coach or Athletic Director.

13.7 Potential Conflicts of Interest. The Corporation may not make any loan to any person or entity. A Director or Officer may not transact business with the Corporation or any Booster Club, except as provided by the bylaws. The Corporation may not borrow money from or otherwise transact business with a Director without full disclosure of all relevant facts and without the unanimous approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

13.8 Booster Clubs awarding scholarships shall ensure that the awards are made in a nondiscriminatory fashion, based on merit, through an application process, and available to any senior participating in the particular sport represented by that club, not to pre-selected individuals. Disbursements of scholarship funds shall be to educational institutions only upon proof of enrollment, not to individual scholarship recipients. No parent of any scholarship applicant may serve on the scholarship selection committee. A determination must be made by the institution of higher education as to whether the scholarship will reduce the amount of award granted by the institution. If it is deemed so, then the scholarship will be withdrawn and presented to the next applicable candidate. The intent of the scholarship is to provide the student with additional higher education funding and not reduce funding otherwise awarded by the institution. Each Booster Club shall report any scholarship award, including the awardees' name and amount given, to the President of Lovejoy Leopards, Inc. Documentation of the application process and awards given must be retained by the individual Booster Clubs and Lovejoy Leopards, Inc. Scholarships shall not be funded until the recipient has exhausted all UIL eligibility.