

SPARTAN ATHLETIC CLUB  
A Non-Profit Corporation  
BYLAWS  
Adopted: 05/10/2010  
Revised: 4/7/2022

ARTICLE I  
NAMES, OFFICES, REGISTERED OFFICE, AND RECORDS

Section 1.01: Name: This organization shall be known as the **SPARTAN ATHLETIC CLUB, INC. (SpartanAC)**

Section 1.02: Principal Office: The principal headquarters of the **SpartanAC** shall be located within the boundaries of the Burleson Independent School District, County of Johnson and Tarrant, State of Texas.

Section 1.03: Registered Agent: The registered agent of the **SpartanAC** shall be the Chief Financial Officer for BISD, and his business office and the street address of the registered office of the **SpartanAC** is 1160 SW Wilshire Blvd., Burleson, Texas 76028.

Section 1.04: Records of the Corporation: All records pertaining to the **SpartanAC** shall be kept in a location designated by the Officers. Digital minutes of all meetings and copies of all bank statements of the **SpartanAC** shall be maintained digitally. All records shall be available for inspection at any reasonable time. Requests for inspection of all records shall be made in writing to the President of the **SpartanAC**.

ARTICLE II  
RELATIONSHIP WITH U.I.L. AND SCHOOL DISTRICT

Section 2.01: Governing Policies and Regulations: The Superintendent of BISD or his designee has authority for all University Interscholastic League ("UIL") activities within BISD. Policies relating to all activities of students and personnel lay within his/her authority and the authority of the Board of Trustees of BISD. Scheduling, granting of letters, rules of participation, etc. are determined by the school administration and its personnel. BISD policies, the UIL Constitution and Contest Rules and the UIL Booster Club Guidelines in their most current version will be recognized as the final operating authority for the **SpartanAC**. Copies of these policies and UIL rules can be obtained from the BISD Administration Building or on the BISD and UIL websites.

Section 2.02: Conduct of Board of Directors, Officers, and Members: All members and spectators are expected to adhere to the UIL and School BISD rules at all athletic events. **SpartanAC** board members or officers that are found to be in violation and are sanctioned as a result of conduct at an athletic contest by the UIL or local district administration shall forfeit his/her right to hold office for the period of the ban. Good sportsmanship is expected of all directors, officers and regular members of the **SpartanAC**.

ARTICLE III  
DESIGNATION AS A NON-PROFIT CORPORATION

Section 3.01: Non-Profit Corporation: **SpartanAC** is a non-profit organization and is a Section 501(c)(3) designated organization.

1. The **SpartanAC** is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

- organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or any corresponding section of any future amendment to the Code.
2. No part of the net earnings of the **SpartanAC** shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the **SpartanAC** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth in Article IV, hereof. Exception to this rule would be within the rules and guidelines of the UIL and BISD policy relating to gifts to coaches, but only if made in furtherance of educational purposes for which the **SpartanAC** has been formed.
  3. Notwithstanding any other provision of these bylaws, the **SpartanAC** shall not carry on any other activities not permitted to be carried on: a) by an organization exempt from federal income tax under 501(c)(3) of the Code, or corresponding section of any future amendment to the Code; or b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future amendment to the Code.
  4. The **SpartanAC** shall be non-commercial, non-sectarian, non-partisan, and non-discriminatory based on race, gender or ethnicity.
  5. The name of the **SpartanAC** or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern, or in connection with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of the **SpartanAC**.

#### ARTICLE IV PURPOSES

Section 4.01: The educational purposes of the **SpartanAC** shall include as follows:

1. To lend all possible support, both moral and financial, to the activities of the Burleson Centennial High School athletic program within the guidelines specified by the BISD, the Burleson Centennial High School administration, athletic director, coaching staff, and UIL regulations. No funds can go directly to any student athlete at any time.
2. To provide clear communication and cooperation among the student athletes, their parents, the community at large, the athletic director, the coaching staff and the Superintendent, in order to further all educational objectives of the **SpartanAC**.

#### ARTICLE V MEMBERSHIP AND DUES

Section 5.01: Qualifications for Membership: Membership in the **SpartanAC** shall be made available without regard to race, color, creed, national origin, or disabilities, and in compliance with the provisions of the UIL. All persons interested in the purposes and objectives of the **SpartanAC** shall upon payment of annual dues, become members. **SpartanAC** members also qualify as members of one or more sport specific clubs, to be designated by that member at the time membership dues are paid. Every member of a sport specific club(s) must also be a member of the **SpartanAC**.

Section 5.02: Term of Membership: Membership is extended on an annual basis. Membership year begins on June 1 and ends on May 31. (Example: begins June 1, 2007 and ends on May 31, 2008).

Section 5.03: Rights of Members: Rights of members include the right to vote on all matters of business in the sport specific clubs to which they belong (if eligible) and to hold office (if eligible) in either the **SpartanAC** or sport specific clubs to which they belong, or both. The members shall have the right to vote on the **SpartanAC** director (or directors) representing the sport specific club (or clubs) to which they belong. In addition, members contribute to the general support of all BISD athletes, limited to the activities of the **SpartanAC**.

Section 5.04: Membership Roster: A current roster of membership will be compiled and maintained by the Membership Coordinator of the **SpartanAC**. This list shall include each member's name, address, contact information, voting eligibility, and the sport specific club or clubs to which he/she belongs. This list shall be available at all meetings.

Section 5.05: Enrollment of Membership: **SpartanAC** shall conduct an annual membership drive during the first six weeks of the school year, but members may be added anytime during the year. The membership fee shall not be reduced for partial year membership.

Section 5.06: Distribution of membership fees: Membership dues shall be determined by the Officers and reviewed annually. An amount equal to but not less than 10%, nor more than 40% of the membership fee paid by any member shall be distributed to the sport specific club(s) which that member joins. The percentage to be distributed shall be determined by the Officers at a meeting held in December once annual operating revenues can be substantially determined. Such distributed funds shall be paid at the end of May each year.

## ARTICLE VI BOARD OF DIRECTORS

Section 6.01: Management of the Corporation and Composition of the Board of Directors: The management of the **SpartanAC**'s affairs is vested in its Board of Directors. The Board of Directors of the **SpartanAC** shall consist of one elected representative from each of the sport specific clubs, the Athletic Directors of BCHS, and the Superintendent of BISD or his designee. The Athletic Director and Superintendent are advisory and are non-voting. Both shall be invited to all meetings.

Section 6.02: Responsibilities of the Board of Directors: The responsibilities of the **SpartanAC** Board of Directors include:

1. Review information and act on matters submitted for consideration, concern, or resolution from the sport specific clubs and Officers. The President shall coordinate investigations and recommendations for resolution of concerns.
2. Provide for student athlete banquets each year in the manner determined by the Officers and coordinate with the sport specific clubs participating in each banquet. The responsibility of the **SpartanAC** is limited to providing recognized student athletes, coaches, managers, and trainers meals at one banquet per sport per year not exceeding \$12 per meal (SAC can adjust pricing each for inflation). The **SpartanAC** Officers or Board of Directors will not be responsible for setup or management of banquets. The Spartan Athletic club will provide \$100 to each UIL sport/club supported by the Spartan Athletic Club for use at the individual club's discretion for banquet purposes only.
3. Approve the schedule for all available concessions opportunities/ responsibilities in a fair and reasonable way among sport specific clubs.
4. Provide for revenues to fund the budget from membership dues to the **SpartanAC**, GameDay program net profits, and any other source established by the Board from time to time.
5. Assure an audit is conducted annually to provide a review of the Treasurer's accounts to be presented at the Annual Meeting in May.
6. Any other matters deemed by such directors as necessary in the management of the affairs of the **SpartanAC**.
7. Ensure all tax statements are filed and turned in on time. Each individual board is responsible for its own IRS late fees.

Section 6.03: Tenure of Board of Directors: Each director of the **SpartanAC** shall be elected at the annual meeting of the sport specific club which he/she represents. Each director of the

**SpartanAC** shall hold office for one (1) year and thereafter until his successor shall be elected and qualified.

Section 6.04: Number of Directors: The number of directors of the **SpartanAC** shall be determined by the number of sport specific clubs that are a part of **SpartanAC**. The Board of Directors shall determine the sport specific clubs that are a part of the **SpartanAC** and shall add or delete sport specific clubs from the **SpartanAC** from time to time as they determine interest in participation in such clubs is sufficient or insufficient, as the case may be, to warrant such addition or deletion. If the addition of a sport specific club occurs after the annual election of the Board of Directors, the new sport specific club will hold an election at a special meeting called for such purpose; such Director to represent them on the **SpartanAC** Board for the remainder of the school year and thereafter until his successor shall be elected and qualified. If a deletion of a sport specific club occurs after the annual election of the Board of Directors, the representative member of the Board of Directors shall remain on the Board until the next annual election of the **SpartanAC** and the Board of Directors.

Section 6.05: Removal from the Board of Directors: Any member of the Board of Directors may be removed from office for the following reasons by a vote of the majority of the remaining Board of Directors present at a meeting at which a quorum is present:

1. Sanctioning by UIL or local administration for unsportsmanlike conduct;
2. If there is a reasonable belief that the director has committed an illegal act or violated trust placed in them for the performance of their duty as a director of **SpartanAC**. This does not require the conviction of an offense, only the "reasonable belief" that the act may have occurred.
3. If the director is charged with any violent crime or crime against a child;
4. Failure to perform duties after counsel by the President.

Section 6.06: Resignation of Directors: A director may resign at any time by providing written notice to the President of the **SpartanAC**.

Section 6.07: Vacancies on the Board of Directors: Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining directors regardless of whether that majority is less than a quorum. A director elected to fill a vacancy shall be elected from the membership of the sport specific club that his predecessor represented. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6.08: Compensation of Directors: Directors as such shall not receive any compensation for their services; but by resolution of the Board of Directors, any director may be reimbursed for reasonable expenses incurred in attending any regular or special meeting of the board, and may be indemnified for expenses incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, as more clearly set forth in Article XII hereof, except in relation to matters set forth as exceptions in Section 12.01 for which indemnity is sought. Nothing herein contained shall be construed to preclude any director from serving the **SpartanAC** in any other capacity and receiving compensation therefore.

Section 6.09: Notice of Election of **SpartanAC** Directors: The elected Director from any sport specific club shall be responsible for notice to the Officers of the **SpartanAC** of that club's election. The Director shall provide all relevant contact information for both themselves AND the names and contact information for any elected officers of the sport specific club.

ARTICLE VII  
MEETINGS OF THE BOARD OF DIRECTORS

Section 7.01: Types of Meetings:

1. Annual Meeting: The annual meeting of the **SpartanAC'S** Board of Directors shall be held each year and shall immediately precede the annual meeting of the **SpartanAC**. Notice shall be given in compliance with the provision of these bylaws. The Annual Meeting will take place on a date in May each year. A review of activities, expenditures, fund-raising efforts and totals will be made available to the Board members. Officers for the coming year will also be elected.
2. Regular Meetings: There will be at least three (3) regular meetings of the Board per year (fall, winter, and spring). Notice of such meetings will be given pursuant to the provision of these bylaws.
3. Special Meetings: Special meetings of the board may be called by the President, by three directors, or five other officers. Notice must be given pursuant to the provision of these bylaws.

Section 7.02: Transaction of Business: The act of a majority vote of the directors present in person or by proxy at a meeting at which a quorum is present is the act of the Board of Directors.

Section 7.03: Notice of Meetings: Notice of meetings shall be fulfilled if three (3) days prior to the 5 meeting the Board of Directors are delivered notice via any means, including to the current e-mail on file with the **SpartanAC**. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business thereat because such meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law. The Athletic Director shall be invited to all meetings.

Section 7.04: Place of Meetings: The meetings shall be held at a site determined by the President and specified in the meeting notice. However, the location of the meeting may be adjusted on the same campus so long as notice is posted at the original site directing attendees to the adjusted site.

Section 7.05: Other Meetings: Other meetings that may consist of Officers or members of various committees may be conducted without notice to the Board of Directors in order to plan or conduct activities that have been approved. However, no expenditures will be made without the express permission by vote of the Board of Directors at a duly called meeting. No modification of the Bylaws shall be made except in compliance with Article XVII hereof and no amendment to the Certificate of Formation or other Fundamental Action (as that term is defined in the Texas Business Organizations Code) shall be made or taken except in compliance with the laws of the State of Texas.

Section 7.06: Quorum: A quorum of the Board of Directors consists of five (5) or more members (or any number greater than 50%) of the Board of Directors. A director present by proxy at a meeting may not be counted toward a quorum.

Section 7.07: Other Committees: The Board of Directors, by resolution adopted by the majority of the directors at a meeting at which a quorum is present, or the president, if authorized by a similar resolution of the Board of Directors, may designate and appoint one or more committees

that do not have the authority of the Board of Directors in the management of the **SpartanAC**, but act in an advisory capacity to the Board of Directors.

## ARTICLE VIII OFFICERS

Section 8.01: Duties of the **SpartanAC** Officers: The **SpartanAC members** will elect the Officers for the **SpartanAC** at the annual meeting of the **SpartanAC** Board. The general duty of the **SpartanAC** Officers is to provide leadership, planning and implementation of the activities of the **SpartanAC**.

Section 8.02: Officers of the **SpartanAC**:

- President
- Vice President
- Secretary
- Treasurer (2 Officers)
- Social Media/Website
- Game Day Program (2 Officers)
- Membership
- Events Coordinator/Concessions Coordinator

Section 8.03: Duties of President: The President shall:

1. Preside at all meetings of the Board of Directors/**SpartanAC**;
2. Confirm that a quorum of the Board of Directors or members, as the case may be, are present before conducting any business;
3. Coordinate the work of the officers of the **SpartanAC**; and
4. Provide a copy of the agenda at meetings of the **SpartanAC** Board of Directors/**SpartanAC**.
5. Review the bank statement monthly.
6. Assists other officers as needed

Section 8.04: Duties of Vice President: The Vice President shall:

1. Be a moderator and have knowledge of the **SpartanAC** Bylaws as well as Robert's Rules of Order;
2. Ensure the letter jacket program is complete for the year.
3. Preside at any meetings when the president is unavailable.
4. Check PO Box and School mail box
5. Assists other officers as needed

Section 8.05: Duties of Secretary: The Secretary shall:

1. Keep a record of all minutes at meetings of the **SpartanAC** and the **SpartanAC** Board of Directors (as applicable); take and record attendance at all meetings
2. Place a copy of all approved meeting minutes into the **SpartanAC** digital files
3. Distribute minutes to Board of Director members and administration;
4. Keep on file all committee reports;
5. Keep a copy of the **SpartanAC** bylaws;
6. Send out notice of meetings to each member of the **SpartanAC** and the Board of Directors; and
7. Perform such other duties as assigned by the President.

Section 8.06: Duties of Treasurer(s): The Treasurer (or treasurers) shall:

1. Keep custody of all funds of the **SpartanAC**;
2. Be responsible for ordering or re-ordering checks of the **SpartanAC**;
3. Keep **SpartanAC** financial records and accounts including bank statements, receipts,

budgets, invoices, cash tally sheet, cancelled checks, check stubs, and the check register;

4. Present an itemized financial statement to the Board of Directors at each meeting;
5. Be compliant with tax laws and filing deadlines for federal, state, and sales tax;
6. Coordinate review of accounting records before a new Board of Directors takes over accounting records;
7. Deposit money as soon as possible (should not hold more than 3 business days).

Section 8.07: Duties of Membership: The Membership shall:

1. Recommend the amount for **SpartanAC** membership dues for the Board of Directors consideration and approval;
2. Send out membership link to all parents of BCHS athletes that lists all sport specific clubs for consideration and participation; and process all memberships
3. Keep a compiled list of members of the **SpartanAC** and of the sport specific clubs and provide an updated list to the President of individual clubs on a as needed basis.
4. Communicate with all boosters to make sure they have one member to represent them at all SAC meetings
5. Pass out member decals and yard signs
6. Make sure all individual booster members are members of the **SpartanAC**

Section 8.08: Duties of Events & Concessions Coordinator: The Events & Concessions Coordinator shall:

1. Present the bill for payment of each banquet to the Treasurer for payment.
2. Schedule tablecloths for individual sports banquets and make sure they are washed and returned to SpartanAC
3. Construct a fair schedule of available concession opportunities/responsibilities for each sport specific club;
4. Publish the schedule to all sport specific clubs;
5. Assure availability of inventory for concession events;
6. Manage operations of joint concessions;
7. Report joint concession earnings to the **SpartanAC**
8. Set up and Run SpartanAC tent at Meet the Spartans

Section 8.09: Duties of Game Day Programs: The Game Day Programs shall:

1. Manage the individual sport clubs' sales of ads for the GameDay program/s as directed by the Board of Directors;
2. Provide parents of athletes the opportunity to purchase a personal ad in the sports program.
3. Work with the person or company tasked with production of the GameDay Program to assure it is accurate, fairly compiled, and delivered in a timely manner.
4. Oversee volunteers assigned to sell GameDay Programs.
5. Collect all pictures, rosters, and accolades each team wants posted in the book.
6. Collect all personal and business ads for the game day book

Section 8.10: Duties of Social Media/Website: The Social Media/Website shall:

1. Monitor/update current information on the **SpartanAC** web-site;
2. Accept notices for publication from individual sport clubs and publish to all social media platforms to all members of the **SpartanAC** on a regular and consistent basis to encourage support of athletes across all sports.

Section 8.11: Tenure and Eligibility: Each **SpartanAC** Officer shall hold office until the next annual meeting of the **SpartanAC** and until a successor shall have been elected and qualified if the current office holder is agreeable. Officers must be current on their dues to the **SpartanAC**. Any regular member of the **SpartanAC** with a current student participating in BCHS athletics (parent/grandparent/legal guardian) is eligible to hold office. Should a member without a current

student participating in BCHS athletics wish to be considered for an office, that appointment must be approved by 75% of the Board of Directors in polling conducted by secret ballot.

Section 8.12: Multiple Offices: A **SpartanAC** Officer may also be a member of the Board of Directors and/or an officer of a sport specific club. An individual may also hold an **SpartanAC** office as well as being an officer of more than one sport specific clubs. Members of the same family cannot hold both president and treasurer on the SpartanAC or individual sport boosters.

Section 8.13: Nominating Committee and Election of Officers: Officers shall be elected by a Board of SpartanAC Members. The President of the **SpartanAC** shall appoint a nominating committee consisting of three members of the **SpartanAC** Board of Directors. If possible, one of the three shall be a current **SpartanAC** officer. The President shall not serve on the nominating committee. The nominating committee will present a slate of nominees for the officer positions to the **SpartanAC** Board of Directors before the Annual Meeting to be held in May of each year. Nominations from the floor of the Board of Directors may be made at the Annual Meeting at the time of election, if the person to be nominated is in agreement. Election of officers shall be by secret ballot unless the SpartanAC members vote to accept the entire slate as recommended by the nominating committee.

Section 8.14 Term Limits of Officers: Officers may serve in the same office for an unlimited number of terms, as recommended by the nominating committee. Any placement by the nominating committee of an officer in the same office for more than two consecutive years must be affirmed by a two-thirds majority vote (by secret ballot) of the Board of Directors. The nominating committee and Board of Directors shall give preference to a new appointee for any office which has been held for more than two consecutive terms.

Section 8.15: Removal of Officers: Any officer may be removed from office for the following reasons by a vote of the majority of the Board of Directors present in person or by proxy at a meeting:

1. Sanctioning by UIL or local administration for unsportsmanlike conduct;
2. If there is reasonable belief that the officer has committed an illegal act or violated trust placed in them for the performance of their duty as an officer of the **SpartanAC**. This does not require the conviction of an offense, only the "reasonable belief" that the act may have occurred;
3. If the officer is charged with any violent crime or crime against a child;
4. Failure to perform duties after counsel by the President;
5. Absence at three consecutive regular meetings, unless excused by vote of the Board of Directors.

Section 8.16: Vacancies of Officers: In the event of the absence or vacancy of the office of President, the Vice President shall immediately serve notice of a special election to the membership to fill the vacancy. Vacancies occurring in any other office shall be filled by a majority vote of the Board of Directors.

Section 8.17: Compensation: Officers shall receive no remuneration for their services. Exception: The Programs coordinator shall receive one full-page ad in the Game Day Program at no cost for actively contributing to the construction of the game day program.

## ARTICLE IX ACTION WITHOUT A MEETING

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the members of the sport specific clubs or directors, or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be



necessary to take that action at a meeting at which all of the members, directors or members of the committee were present and voted.

ARTICLE X  
MEETINGS OF THE MEMBERSHIP OF THE **SpartanAC**

Section 10.01: Types of Meetings:

1. Annual Meeting of the **SpartanAC**: The annual meeting of the **SpartanAC**'S members shall be held each year and shall immediately follow the annual meeting of the **SpartanAC** Board of Directors. Notice shall be given in compliance with the provision of these bylaws. The Annual Meeting will take place on a date in May each year. A review of activities, expenditures, fund-raising efforts and totals will be made available. The Board of Directors will present the newly elected officers to the Membership.
2. Regular Meetings of the Sport Specific Clubs: There will be at least three (3) regular meetings per year (fall, winter, and spring) of the sport specific clubs. Notice of such meetings will be given pursuant to the provision of these bylaws.
3. Special Meetings of the **SpartanAC** Membership: Special meetings of the **SpartanAC**'s members may be called by the President, by three Directors, or three other Officers. Notice must be given pursuant to the provisions of these bylaws.
4. Special Meetings of the Sport Specific Clubs: Special meetings of the sport specific clubs may be called by the President of such club, or three other officers of such club. Notice shall be provided in accordance with these bylaws.

Section 10.02: Transaction of Business by Sport Specific Clubs: The act of a majority vote of the members present in person or by proxy at which a quorum is present is the act of the sport specific club.

Section 10.03: Notice of Meetings: Notice of meetings shall be fulfilled if three (3) days prior to the meeting, the members of the appropriate entity are delivered written notice by any means, including via e- mail to the address on file with the **SpartanAC**. The Athletic Director shall be invited to all meetings.

Section 10.04: Place of Annual Meeting: The Annual Meeting shall be held at the site of Burleson Centennial High School.

Section 10.05: Place of Regular or Meetings: All other meetings will be held at the site of Burleson Centennial High School unless circumstances prevent those arrangements. The site will be one that is available to the **SpartanAC**.

Section 10.06: Quorum: Members of the sport specific club holding fifty (50) percent of the votes entitled to be cast, in person or by proxy, or a minimum of five (5) constitutes a quorum for that sport specific club.

Section 10.07: Proxy Submission: A member of a sport specific club may submit a proxy on any matter for which a proxy may be submitted. A valid submission of the proxy occurs if the submission is received by the President of the sport specific club before the beginning of the meeting for which the proxy is submitted.

ARTICLE XI  
CHECKS, DEPOSITS AND GIFTS

Section 11.01: Checks and Drafts: All checks, drafts, or purchase orders for the payment of money, notes or other evidence of indebtedness issued in the name of the **SpartanAC** shall be signed by the Treasurer of the **SpartanAC**.

Section 11.02: Deposits: All funds shall be deposited as soon as possible (always within 3 business days).

Section 11.03: Gifts: The Board of Directors may accept on behalf of the **SpartanAC** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **SpartanAC**.

## ARTICLE XII LIABILITY AND INDEMNIFICATION

Section 12.01: Liability: To the fullest extent not prohibited by law, a director or officer of the **SpartanAC** shall not be personally liable for any debts or obligations of the **SpartanAC**, past or present and shall not be liable to the **SpartanAC** or its members for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for: (1) a breach of a director's duty of loyalty to the **SpartanAC** or its members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by statute.

Section 12.02: Indemnification: Each such director and his or her heirs or personal representative and estate, shall be indemnified by the **SpartanAC** for all expenses incurred in connection with any action, suit, proceeding or claim to which he or she shall be named a party or otherwise be a participant by virtue of being or having been or agreeing to become: (1) a director, officer, employee or agent of the **SpartanAC** and/or (2) a director, employee or agent of any organization at the request of the **SpartanAC**. Such indemnity shall be provided to the fullest extent not prohibited by applicable laws presently in effect or as may hereafter be amended, and to the fullest extent permitted by the Texas Business Corporations Act, the Texas Non-Profit Corporation Act, or any other applicable laws as presently in effect or as may hereafter be amended (but in case of any such amendment only to the extent that such amendment permits the **SpartanAC** to provide broader indemnification rights than said law permitted the **SpartanAC** to provide prior to such amendment). Such indemnity shall include, but not be limited to, the advancement of expenses, including counsel fees, and the payment of all losses, liability and expenses; provided, however, that no person shall be indemnified for amounts paid in settlement unless the terms and conditions of said settlement have been consented to by the corporation, and provided further, that no indemnification of employees or agents of the **SpartanAC** (other than directors and officers) will be made without express authorization of the **SpartanAC**'s Board of Directors.

Section 12.03: Insurance: The **SpartanAC** may, upon the affirmative vote of its board, purchase insurance for the purpose of securing the indemnification of its directors, officers, and other employees to the extent that such indemnification is allowed by this article. Such insurance may, but need not be for the benefit of all directors, officers or employees, and the purchase of any such insurance shall in no way limit the indemnification provisions of the preceding paragraphs.

Section 12.04: Rights to Indemnity: No repeal of or amendment to this section shall have any effect with respect to the liability or alleged liability of any omissions or rights to indemnity of any person occurring prior to such repeal or amendment.

## ARTICLE XIII POLICIES OF CORPORATION

Section 13.01: Required Policies of the Corporation:

1. Procedure for obtaining approval from School Administration for fund-raising.

2. Bookkeeping, banking procedures and fund administration.
3. Corporate and tax filing requirements.
4. Purchasing, pricing and distribution of merchandise.
5. Check signing.
6. Budget planning and presentation.
7. Athletic banquet planning and procedures for approval.
8. Athletic programs, planning and procedure.

#### ARTICLE XIV

##### APPLICABILITY TO SUBORNINATE (SPORT SPECIFIC) CLUBS

Section 14.01: Officers & Duties: The Officers of an individual sport specific club shall be responsible for managing their individual organization in a manner which conforms to the rules and regulations applied to any activities of the parent organization. While (due to scale), some clubs may choose to combine some offices (and others will not apply), any active recognized club must elect at a minimum a president and a treasurer.

Section 14.02: Financial records of individual clubs: The **SpartanAC** digital copy of bank statements upon request. Individual clubs shall also be responsible for supplying a copy of their annual reports for IRS preparation (due July 01 for the preceding tax year ending May 31) and for sales tax preparation (due January 10 for the preceding sales tax year ending December 31) to the **SpartanAC**. The **SpartanAC** treasurer in charge of collecting these reports will provide information as to what must be included in these reports. Individual clubs are also responsible for their own late fees payable to the U.S. Treasury.

Section 14.03: Actions of an individual club: Any actions (meetings, election of officers, approval of budgets or expenditures) must conform to policies included in these bylaws (quorum present, notice of meeting provided, etc.). For the purposes of individual sport clubs, the voting body shall consist of the (paid) members of the **SpartanAC** who have indicated membership in that specific sport in their membership and have a current student (parent, grandparent, legal guardian) involved in that sport. The VP of Membership of the **SpartanAC** shall make a copy of current members in any organization available at least monthly, and at other times by request with a reasonable time to respond.

#### ARTICLE XV

##### DISSOLUTION OF CORPORATION

Section 15.01: Authority to Dissolve: The Superintendent and/or his designee has the authority to dissolve the SPARTAN ATHLETIC CLUB if it is found to be that the Board of Directors has failed to fulfill the purpose and objectives of the **SpartanAC**. The Board of Officers may vote to dissolve the organization with a 4/5-majority vote of those present if notice of the meeting has been given 30 days prior to the scheduled meeting in a method of delivery provided for in these bylaws regarding notice to Board of Directors.

Section 15.02: Disposition of Assets: In the case of dissolution of the **SpartanAC**, the accumulated assets after payment of debts owed, shall be distributed to another organization exempt under Section 501(c)(3) which supports BCHS athletics.

#### ARTICLE XVI

##### PARLIAMENTARY AUTHORITY

Section 16.01: Observance of the Bylaws: Observance of the Bylaws adopted by the **SpartanAC** is essential for the orderly conduct of business. Officers and members of the Board of Directors shall be familiar with the rules they have accepted. No one should be permitted to change or infringe upon them in any way. A copy should be available at every meeting as well as on file in the office of the BCHS Principal for review during business hours.

Section 16.02: Parliamentary Rule: The rules contained in the most current edition of Robert's Rules of Order - Newly Revised shall govern the business transaction activities of the **SpartanAC**, its Board and the sport specific clubs in all cases where applicable and in which they are not inconsistent with these bylaws and any special rules of order the **SpartanAC** may adopt.

ARTICLE XVII  
AMENDMENTS

Section 17.01: Amendment to Bylaws: These bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Board of Directors present in person or by proxy and voting, provided that a quorum is present and notice of the proposed amendments be given at least thirty (30) days prior to the meeting at which the amendment is voted upon and provided that the amendment is not inconsistent with the objectives of the **SpartanAC's** purpose. Any member of the Board of Directors may present amendments to the bylaws for consideration. A copy of any previous versions, as well as the current version of bylaws shall be maintained digitally by the SAC secretary and available by request.