

**EDISON HIGH SCHOOL FOOTBALL BOOSTERS
BYLAWS**

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located at 21400 Magnolia Avenue, Huntington Beach, CA 92646, County of Orange, and State of California.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION (c) (3) PURPOSES

The corporation is organized exclusively for one or more purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. To provide administration, management, and execution of the Edison High School Football Booster Club.
2. To develop and execute fund raising activities to finance the Edison High School Football Booster Programs.

ARTICLE 3
CORPORATE STRUCTURE

SECTION 1. NAMES

The Board shall consist of two entities, a Board of Directors and an Executive Board.

SECTION 2. NUMBERS

(a) The Board of Directors shall have three directors: a Chief Executive Officer (CEO); a Director of Operations; and an Acting Director. Collectively they shall be known as the Board of Directors.

(b) The Executive Board shall have five officers: a President, a Vice President, a Secretary, a Treasurer, and a Member at Large, and collectively they shall be known as the Executive Board.

ARTICLE 4
BOARD OF DIRECTORS

SECTION 1. POWERS

Subject to the laws of this state and any limits in the Articles of Incorporation and these Bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, 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 2. QUALIFICATIONS

- (a) Directors shall be of the age of majority in this state.
- (b) The Chief Executive Officer shall be the head coach of the Edison High School Football Team.
- (c) The Director of Operations shall be the athletic director of Edison High School.
- (d) The Acting Director shall be the elected President of the Booster Board for any given year.

SECTION 3. TERM OF OFFICE

The CEO and Director of Operations shall hold office for the period of time which they are employed by Edison High School, as the Head Football Coach and Athletic Director respectively. The Acting Director term will run simultaneous to his or her term as the acting elected President of the Booster Board.

SECTION 4. VACANCIES

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by appointment by the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy of the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. Any Director may resign effective upon giving written notice to the CEO or the Director of Operations of the Board. No Director may resign if the corporation would then be left without a Director in charge of the affairs, except upon notice to the Office of the Attorney General or appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

SECTION 5. DUTIES

- (a) Perform any and all duties imposed upon them collectively and individually by law, by the Articles of Incorporation, and of these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and the notices of meetings mailed or faxed to them at such addresses shall be valid notices thereof.

SECTION 6. COMPENSATION

Directors and Executive Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5 **EXECUTIVE BOARD**

SECTION 1. DUTIES OF THE EXECUTIVE BOARD

Consistent with the Board of Directors, the Executive Board shall execute programs and activities consistent with Article 2, Section 2 of these Bylaws. In addition, the Executive Board shall be the focal for personnel matters and complaints. All such matters will be handled in a confidential manner.

SECTION 2. DESIGNATION OF OFFICERS

The officers of the corporation within the Executive Board shall be a President, a Vice-President, a Secretary, a Treasurer and a Member at Large. The corporation may also have Co-Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. In the case of a Co-Presidency, the Presidents shall only have one (1) vote between them when voting on executive board matters. Assistants to the various board members will not have voting privileges on executive board matters.

SECTION 2a. QUALIFICATIONS

Any person may serve as officer of this corporation.

SECTION 3. TERM OF OFFICE

The President and Vice President shall serve a 2 year term and will be subject to a popular election annually. The term of the Treasurer, Secretary and Member at Large will run 2 years and will be subject to appointment by the President bi-annually.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the President shall be filled by the Board of Directors. In the event of a vacancy in any office other than president, such vacancy may be filled by appointment by the President until such time as the Executive Board can fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as Directors. the Board shall determine. All appointments are subject to approval by the Board of Directors.

SECTION 5. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without causes, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President of the Executive Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the term of service of any officer of the corporation.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Executive Board and the acting Director position on the Board of Directors. He or she shall supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by Articles of Incorporation, or by these Bylaws, or which may be rescribed from time to time by the Board of Directors. Unless the CEO of the Board of Directors specifically appoints another person, the President shall attend all meetings of the Board of Directors and, if the corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Article of Incorporation, or by these Bylaws, he or she shall, in the nave of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time by authorized by the Board of Directors.

SECTION 7. DUTIES OF THE VICE PRESIDENT

The Vice President shall perform the duties of the President as described in these Bylaws, in the case of the President's temporary absence, resignation, disqualification, removal from office or death.

SECTION 8. DUTIES OF THE SECRETARY

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date. 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 Executive Board, 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. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the corporation, if any, and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation. The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her minutes of the proceedings of the directors or executive officers of the corporation. In general, perform all duties incident to the office of Secretary 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 or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF THE TREASURER

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. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors or the Executive Board, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore. 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. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. 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 or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF MEMBER AT LARGE

In general, perform all duties incident to the office of Member At Large 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 or her from time to time by the Board of Directors. The Member at Large will be present at all executive board meetings and will execute their voting privileges when the Executive Board requires a vote.

ARTICLE 6 **COMMITTEES**

SECTION 1. COMMITTEES

The corporation shall have such committees from time to time by designated by the Board of Directors or the Executive Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 2. MEETINGS AND ACTION OF THE COMMITTEES

Meetings and action of committees shall be governed in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 **MEETINGS**

SECTION 1. PLACE OF MEETINGS

Meeting shall be held at the principle office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by the Board of Directors or Executive Board.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Executive Board may be called by the President, the Vice President, the Secretary, or by any two officers or Directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the meeting.

SECTION 3. GENERAL MEETINGS

The Booster Club shall hold at least one general meeting each year for the purpose of the election of the President and Vice President for the following year. The election shall be determined by a simple majority vote of the members of the Booster Club that are present at the annual election meeting.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors, Executive Board, and/or General Meetings:

(a) The Secretary of the corporation shall give a one-week prior notice of each meeting. Such notice may be oral or written, may be given personally, by first class mail, electronic mail, telephone or facsimile machine and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director or executive board member to be contacted shall acknowledge a personal receipt of the facsimile notice by return message or telephone call within twenty-four hours of the first facsimile notification.

(b) Waiver of Notification. Whenever any notice of a meeting is required to be given to any Director or Executive Board Officer of this corporation under the provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

(c) Written Consent. Any action in writing and signed by the majority of the Board of Directors shall be considered an act of the Board of Directors.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the member of the Board of Directors and or the majority of the Executive Board Officers. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain as such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS BOARD ACTION

Every action or decision done or made by a majority of the Directors and or Executive Board Officers present at a meeting duly held at which a quorum is present is an act of the Board of Directors or the Executive Board, unless the Articles of Incorporation, these Bylaws, of provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 7. CONDUCT OF MEETINGS

(a) Meetings of the Board of Directors shall be presided over by the CEO, or, if no such person has been so designated or, in his or her absence, the Director of Operations of the corporation, or, in the absence of each of these persons, by a Chairperson chosen by the majority of the directors present at the meeting. The Secretary of the corporation 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.

(b) Meetings of the Executive Board shall be presided over by the President of the Board, or in his or her absence, the Vice President of the Board or, in the absence of each of these persons, by a Chairperson chosen by the President or Vice President to preside in their absence.

(c) The Secretary of the Board shall act as Secretary of all meetings of the Executive Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary in their absence.

(d) Roberts Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors or Executive Board, 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 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 one other Officer of the Executive Board.

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 nonprofit purpose of this Corporation.

SECTION 5. NON LIABILITY OF DIRECTORS AND OFFICERS.

The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The corporation to the fullest extent permissible shall indemnify the Directors and Officers of the corporation under the law of this state.

SECTION 7. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors and or the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of though corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 9

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the place of holding such meeting, whether regular or special, how called, the notice give, 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 copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTOR'S 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 and shall have other such rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, and provisions of law.

SECTION 4. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10

IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this 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 provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, if any, its directors or trustees, 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 purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 11
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

ARTICLE 12
CONSTRUCTION AND TERMS

SECTION 1. TERMS

If there is any conflict between the provisions of these Bylaws and Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with any offices in this state and used to establish the legal existence of this corporation.

ARTICLE 13
REFUNDS

Refund amounts and guidelines are determined by the executive boosters. Due to varying levels of costs, advance purchasing requirements for equipment and uniforms, fees paid to tournaments, and the overall organizational costs of supporting the teams, there are defined "cut off" dates for refund amounts. Refunds are NOT provided because families cannot, or will not, accommodate their schedules to EHS Football practice or game times and refunds are not provided because the student quits or transfers schools. In addition, injuries are a part of all sports at any level and are not generally considered as a reason for a refund. Any refund request up to June 30th will qualify for a 50% return after any fees have been deducted. Those fees could include, but are not limited to, fundraising obligations, spirit wear purchase, pre-order of gear or camps. Once camp starts, there will be a no refunds on any camp fees paid. On July 1st there is a zero-refund policy for any reason. If a refund is requested prior to June 30th, the EHS Football Booster Club will get reimbursement within 10 working days to the parent. Refund requests must be made in writing or via email to either the booster president or the booster treasurer.

CERTIFICATION OF BYLAWS

We, the undersigned, certify that the forgoing Bylaws have been reviewed and updated.

Dated 8 / 30 / 06

Dave White, CEO

Dan Samarin, President

RE-CERTIFICATION OF BYLAWS

We, the undersigned, certify that the forgoing Bylaws have been reviewed and updated.

Dated Sept. 24, 2012

Steve Bogard, President

Debara Z. Traver, Secretary

RE-CERTIFICATION OF BYLAWS

We, the undersigned, certify that the forgoing Bylaws have been reviewed and updated.

Dated Jan. 11, 2016

Tim O'Connor, President

Kari Atencio, Secretary

RE-CERTIFICATION OF BYLAWS

We, the undersigned, certify that the forgoing Bylaws have been reviewed and updated.

Dated June 21, 2019

Eric Wiltfong, President

Jenn Gilbert, Secretary