

Second Amended Bylaws of the  
Rio Americano High School Athletic Boosters Club, Inc.  
(dated 6/13/2023)

Article I - Purpose

Section 1.01:

The purpose of the Rio Americano High School Athletic Boosters Club, Inc. (RAAB) is to provide financial and volunteer support for all athletic programs at Rio Americano High School (RAHS). RAAB's primary purpose is to provide funding for coaching stipends to supplement money provided by the San Juan Unified School District. To the extent funds are additionally available, RAAB will provide supplemental funding for field and court maintenance, desired and necessary athletic equipment and any other expenditures required to support Rio Americano athletics.

Article II – Office

Section 2.01 Principal Office:

The principal office of the Corporation for transaction of its business is located in the County of Sacramento, State of California.

Section 2.02 Change of Principal Office:

The County of the Corporation's principal office can only be changed by an amendment to the Articles of Incorporation of this Corporation and not otherwise.

Section 2.03 Other Offices:

The Corporation may also have offices at such other places within or without the State of California where qualified to do business as its business may require and as the Executive Committee may from time to time designate.

Article III – Membership

Section 3.01 Members:

The Corporation shall not have any members within the meaning of Section 5056 of the California Nonprofit Corporation Law. However, nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members of the corporation. Such membership shall consist of parents of current and past students, alumni, and any friend of the RAHS Athletic programs. Such membership shall be obtained by joining the RAAB through payment of the membership donation fee. The amount shall be recommended by the Executive Committee and set by vote of the members present at the May meeting each year, or as soon thereafter as is feasible.

Section 3.02 Eligibility to serve on the Executive Committee:

Any member in good standing can serve on the Executive Committee, which serves as the board of directors of the Corporation.

Section 3.03 Meetings:

RAAB shall meet at least 4 times per school year with two weeks notice. At the time of adoption of these Bylaws, the regularly set meetings shall be the first Monday or Tuesday of each month except when the date falls on a school holiday. In that case, the meeting shall be set for the following week. The Executive Committee shall set the time of the regularly scheduled meeting and may change the time with notice to all of the current members if it finds it necessary to adequately conduct its business. The Executive Committee will endeavor to set the meeting schedule at the first meeting of each school year, which usually will occur in August.

Section 3.04 Quorum:

At least four Executive Committee members must be present to constitute a quorum for the transaction of business for the Corporation. In the absence of a quorum, no business shall be transacted except as otherwise expressly provided in the Bylaws of the Corporation or by law. This does not preclude discussion of any issue or provision of information as deemed appropriate by the President. Quorum of the Executive Committee shall constitute quorum of the membership for anything requiring a membership vote.

Section 3.05 Notice:

Notice shall be given by mail or email or electronic newsletter to the membership not less than three (3) days prior of any change in the regularly set date, time and place of a meeting. In an emergency situation, the Executive Committee may meet and take action if the interest of the Corporation is served and deemed necessary by the President.

Section 3.06 Rules of Order:

Meetings shall be governed by Robert's Rules of Order as such rules may be reviewed from time to time insofar as such Rules are not inconsistent with these Bylaws with the Articles of Incorporation or with law.

Section 3.07 Decision-Making:

Decisions of the Corporation shall be made by a majority vote of the membership in good standing present at a meeting provided a quorum is present as defined in Section 3.04 above.

Section 3.08 Good Standing:

Any person eligible to be a member under Section 3.01 and who has paid the then existing membership donation during the current school year shall be a member in good standing.

## Article IV - Executive Committee

### Section 4.01 Powers:

The Executive Committee, which serves as the board of directors of the Corporation, shall exercise the powers of the Corporation, control its assets and conduct its affairs except as otherwise provided by law. Decisions of the Executive Committee shall be by majority vote so long as a quorum is present in accordance with Section 3.04, above. In the event of a tie, the issue shall be presented to the membership at the next available meeting.

### Section 4.02 Composition:

The Executive Committee shall consist of the following voting members: President, Vice President – Fundraising, , Vice President – Communications, Vice President – Membership, Treasurer, Assistant Treasurer, and Secretary. The Executive Committee may also appoint up to two (2) additional At Large officers of the Executive Committee to supplement issues such as compliance, alumni relations, community relations, facilities, fields and other capital improvements. The RAHS Principal or designee and the RAHS Athletic Director shall serve as advisors in ex officio status but are not members of the Executive Committee or the membership unless as an elected member or paid membership.

### Section 4.03 Election and Terms of Office:

Prior to the April meeting, or as soon thereafter as is feasible, the Executive Committee shall meet and act as the Nominating Committee to provide recommendations for the Executive Committee for the next year. These recommendations shall be presented to the membership at the April meeting, or as soon thereafter as is feasible. Additional nominations from members in good standing may be made prior to the election provided the President is notified in writing (email suffices) at least twenty-four (24) hours prior to the election of such additional nominations.

At the final Executive Committee meeting, assuming a quorum is present in accordance with Section 3.04 above, the members in good standing shall, by majority vote of those present, elect the Executive Committee. At least three (3) days prior to the scheduled election, the Secretary shall by mail, email or electronic newsletter notify the membership of the nominated persons in order that all members have such knowledge prior to the election. The selected Executive Committee members shall hold office from June 1 to May 31. Whenever possible for continuity, it is desirable for the President and Vice President – Finance to serve for two consecutive terms.

### Section 4.04 Compensation:

Executive Committee members shall serve without compensation.

### Section 4.05 Filling Vacancies:

Vacancies caused by the death, resignation, disability or removal of an Executive Committee member as provided by these Bylaws shall be filled by majority vote of the Executive Committee assuming there is a quorum.

Section 4.06 Removal of an Executive Committee Member:

By majority vote of the membership at a regularly scheduled meeting, the membership may remove an Executive Committee member for behavior not consistent with the purpose of RAAB, lack of participation or missing three consecutive regularly scheduled meetings or Executive Committee meetings.

Section 4.07 Term of Office when Filling a Vacancy:

A person elected to fill a vacancy shall hold office until the term of his/her/their predecessor expires.

Section 4.08 Nonliability of Executive Committee Members:

An Executive Committee member shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

## Article V - Duties of the Executive Committee

Section 5.01 General Duties:

In fulfilling the corporation's purpose set forth in Section 1.01, the Executive Committee shall be responsible to ensure that RAAB maintains an organization to support athletics/sports at RAHS by raising funds, prudently monitoring expenditures, maintaining a reserve to fund the ongoing operations of the Corporation and obtaining and maintaining at all times an appropriate general liability insurance policy.

Section 5.02 Duties of the President:

The President shall set the agenda for the Corporation and all meetings. The President may from time to time designate chairpersons and the formation of committees for specific purposes. The President shall provide leadership and coordination with the RAHS staff.

Section 5.03 Duties of the Vice President – Fundraising:

The Vice President – Fundraising shall support the President upon request and perform all the duties of the President when the President is absent or otherwise unable to act. They shall be responsible for overseeing all fundraising done on behalf of RAAB including Fireworks Sales, Athletic Booster Dinner & Auction, direct donation campaigns and any additional fundraising approved by the membership.

Section 5.035 Duties of the Treasurer:

The Treasurer shall support the President and Vice President – Fundraising upon request and perform all the duties of the President when the President and Vice President – Fundraising are absent or otherwise unable to act. The Treasurer shall have charge and custody of all funds of the Corporation, shall keep and maintain adequate and correct records of the Corporation’s assets and business transactions, shall render reports and accounting to the membership and shall perform all duties as may be required by law or by these Bylaws or which may be assigned to the Treasurer from time to time by the Executive Committee.

The Treasurer shall maintain financial books and records in the format prescribed by the Executive Committee. The Bank statement shall be delivered to the Treasurer monthly.

The Treasurer shall prepare a monthly financial statement to be presented to the membership and ratified at each meeting, and arrange for submittal of a nonprofit Tax Return at the appropriate time.

The Treasurer shall ensure the deposit of funds as required by sound accounting principles and provide such deposit reporting by type and specific sub-account to the Executive Committee.

Section 5.035A Duties of the Assistant Treasurer: The Assistant Treasurer will help with tasks as delegated by the Treasurer, such as general ledger coding of deposits and assistance with annual budget preparation.

Section 5.04 Duties of the Vice President - Communications:

The Vice President – Communications shall support the President upon request and perform all the duties of the President when the President is absent or otherwise unable to act. Vice President of Communications will set and guide the strategy for RAAB's brand to consistently articulate RAAB's mission. They shall be responsible for overseeing all communications done on behalf of RAAB including website, email newsletter, social media, print material, and public relations, shall and shall perform all duties as may be required by law or by these Bylaws or which may be assigned from time to time by the Executive Committee.

Section 5.045 Duties of the Vice President – Membership:

The Vice President – Membership shall be responsible for tracking membership, payment of membership donation fees, and membership outreach and shall perform all duties as may be assigned from time to time by the Executive Committee.

Section 5.05 Duties of the Secretary:

The Secretary shall keep minutes of all meetings of the membership and Executive Committee, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, shall be responsible for all correspondence and mailings, and generally shall perform all duties incident to the office of the Secretary and such other duties as may be required by law, by these Bylaws or which may be assigned to the Secretary from time to time by the Executive Committee.

## Article VI –Miscellaneous Provisions

### Section 6.01 Fiscal Year:

The fiscal year of the Corporation shall be from June 1 to May 31.

### Section 6.02 Budget Process:

Prior to the June meeting, the incoming Executive Committee in conjunction with the outgoing Executive Committee shall meet and develop a proposed budget for the coming year. At the June meeting the Executive Committee shall vote to approve the next year's budget. At any regularly scheduled RAAB meeting, any member can propose an amendment to add or modify an expenditure to the approved budget. Any such amendment must be approved by a majority of a quorum of the Executive Committee.

Expenditures consistent with the approved budget shall allow the Treasurer to pay upon presentation of a proper invoice for such expenditure. Any payment request or expense reimbursement from an expenditure incurred on behalf of a sport shall be submitted within the then-existing guidelines of the Executive Committee.

### Section 6.03 Club Sub-Accounts:

RAAB will maintain a separate sub-accounting for funds raised for the benefit of a specific sports team. Each sport's sub-account funds are available for use at the discretion of that team's coach or his, her, or their designee, subject to applicable law and the RAAB budgeting, allocation, and expenditure process. Each team's annual budget for their sport will set forth how the sport's sub-account funds will be spent during the year. The Treasurer will make payment upon presentation of an appropriate invoice or other appropriate documentation. Any payment request or expense reimbursement from a sport's sub-Account shall be submitted within the then-existing guidelines of the Executive Committee.

### Section 6.04 Execution of Checks, Notes and Contracts:

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and/or the President.

### Section 6.05 Independent Review of Organization's Finances:

The Corporation shall have the authority to appointment an auditor to review the Corporation's finances and procedures. Such appointment shall occur at least every three (3) years or at substantial transition of board members.

## Article VII – Corporate Records and Reports

### Section 7.01 Minute Book:

The Corporation shall keep at its principal office or at such other place as the President may direct, a book of minutes of all meetings of the Corporation.

### Section 7.02 Books of Account:

The Corporation shall keep and maintain adequate and correct accounts of its assets and business transactions, including a monthly accounting of its assets, liabilities, receipts, disbursements, gains, and losses.

### Section 7.03 Inspection of Records:

The books of account and the minutes of meetings shall be open to inspection upon written demand of any member in good standing at any reasonable time. Such inspection includes the right at the requestor's cost to make copies. Demand of inspection shall be made in writing to the President of the Corporation.

## Article VIII – Bylaws

### Section 8.01 Effective Date:

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless indicated otherwise in their approval.

### Section 8.02 Amendment:

Subject to the limitations contained in the Articles of Incorporation of the Corporation and to any provision of the law applicable to the amendment of Bylaws for nonprofit corporations, these Bylaws or any part of them may be altered, amended, or repealed by new Bylaws adopted as follows:

By vote or written consent of a majority of the Executive Committee of the Corporation at a meeting duly called and noticed for the purpose of amending these Bylaws.

## Article IX – Prohibition Against Sharing Corporate Profits and Assets

### Section 9.01 Prohibited Conduct:

No member, employee or other person connected with this Corporation or any other private individual shall receive at any time any portion of the net earnings or pecuniary profits from the operation of the Corporation provided, however that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation effecting any of its purposes as shall be fixed by resolution of the Executive Committee. No such person shall be entitled to share in the distribution of and shall not receive any of the Corporate assets on dissolution or winding up of the affairs of the Corporation whether voluntary or involuntary. The assets of the Corporation then remaining in the hands of the Executive Committee after all debts have been set aside shall be distributed by the Articles of Incorporation of the Corporation and not otherwise.

### Certificate of Secretary

The undersigned being the duly elected and acting Secretary of Rio Americano High School Athletic Boosters Club, Inc. a California nonprofit public benefit corporation, does hereby certify that the members adopted the foregoing Second Amended Bylaws on \_\_\_\_\_, 2023.

Executed on \_\_\_\_\_ at Sacramento County, California.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_, Secretary