

AMENDED AND RESTATED BYLAWS
OF THE
RAIDER PRIDE BOOSTER CLUB, INC.

ARTICLE I NAME OF ORGANIZATION

The name of the organization shall be Raider Pride Booster Club, Inc. (herein referred to as "Club" or "RPBC"), DBA Raider Athletic Booster Club

ARTICLE II PURPOSE

The purpose of Club is to provide financial and other support to (i) the SUNNYVALE INDEPENDENT SCHOOL DISTRICT ("SISD" or "Sunnyvale School(s)"), and their students, and (ii) all other organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Chapter shall be carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the internal Revenue Code of 1954; as amended, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

ARTICLE III MEMBERSHIP and DUES

Membership (a "Member") in the Club shall consist of dues paying citizens, businesses and/or other organizations interested in promoting education and extracurricular activities at Sunnyvale School(s) and the Sunnyvale Independent School District. All Members of the Club will be required to abide by the Bylaws of the Club and University Interscholastic League Booster Club guidelines as may be amended from time to time. All Members must be in good standing by paying membership dues at any level.

Classes of memberships, dues types and amounts may be changed by the Board of Directors once during the fiscal year, or as soon as practicable thereafter.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Club meetings will be held at a time and place determined by the Board of Directors ("Board" or "Directors"), but in no event shall meet less than once a year. All meetings shall be governed by these Bylaws, the Articles of Incorporation, and Robert's Rule of Order (Revised).

ARTICLE V QUORUM FOR MEETINGS OF THE MEMBERSHIP

A quorum (consisting of a majority of the Members in good standing) shall be required for any action taken at a meeting of the Members of the Club, PROVIDED, HOWEVER, that no quorum shall be required if prior notice of the meeting is given at least twenty (20) days in advance. When a quorum is present at any meeting (or if such quorum is not required), the vote of a majority of those Members present shall decide any question brought before such meeting.

ARTICLE VI BOARD OF DIRECTORS

The number of Directors shall be determined by majority vote of the existing Board of Directors, but in no event shall be less than three (3). Each Director must be a Member in good standing by paying membership dues at any level, attend 75% of all meetings and have a child enrolled in the SISD. Each Director shall serve for a period of at least one year, or until their resignation, removal or death, and thereafter as approved by the Members. Any position so vacated may be filled by a majority vote of the remaining Directors, otherwise by a majority vote of the Members. Any Director may be removed by a majority vote of the Members, whether in writing or at a meeting of the Members. The Board shall supervise overall management, responsibility and activities of the Club, appoint and supervise the officers of the Club, approve and oversee the budget for the Club, make an annual report to the Club Members on the Club's accomplishments and financial condition, and shall perform all other duties pertaining to the office. The directors shall take whatever action required to maintain the tax-exempt status of the Club under section 501(c)(3) of the Internal Revenue Code of 1988, as amended. A quorum for a meeting of the Board of Directors shall consist of a majority of the Directors then serving. At least two signatures of Directors then serving shall be required upon any instrument conveying property to or from the Club.

Any action required to or may be taken at a meeting of the Board, may be taken without a meeting if consent is given in writing, setting forth the action to be taken and is signed by all the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors at a meeting.

ARTICLE VII OFFICERS

Officers serving the Club shall consist of President, Vice-President(s), Secretary and Treasurer and/or Assistant Treasurer, each of which must be a Director in good standing. The Directors will elect the Officers to serve the Club by a majority vote. In the event of a vacancy in any elected office, the Board, at their sole discretion, may appoint a replacement for that office by a majority vote.

DUTIES OF OFFICERS:

President - The President shall preside at all meetings of the Club, including meetings of the Members, Directors and Executive Committee. The President may appoint additional committees as necessary or required by these Bylaws to conduct the affairs of the Club. The President shall exercise overall management responsibility, execute and adhere to the budget as approved by the Board and supervise the officers and activities of the Club and its committees. The President shall insure an annual report is made to the Club membership on the Club's accomplishments and financial condition, and shall perform all other duties as the board of directors shall deem necessary and/or is required by law. The President shall be authorized to sign on all bank accounts, and convey any property to or from the Club. (At least two directors' signatures shall be required upon any instrument conveying property other than monies of the Club.)

Vice President(s) - The Vice President shall act as an assistant to the President and, if there is more than one vice President, choose among themselves who shall perform the duties of the President in the absence of the President. At least one Vice President shall serve on the Executive Committee and one on the Membership & Communications Committee, which may be the same individual.

Secretary - The Secretary shall keep an accurate record of all meetings and shall take care of all correspondence. The Secretary shall keep a permanent record of all meeting minutes of the Club and place them with Club records, and perform all other duties as the board of directors shall deem necessary and/or is required by law. The Secretary shall serve on Membership & Communications Committee

Treasurer and/or Assistant Treasurer - The Treasurer shall receive all dues, moneys and property, disburse funds, keep an accurate record of all receipts, expenditures and property of the Club, and present statements of accounts to the Executive Committee, and at each meeting of the Board of Directors. The Treasurer and/or Assistant Treasurer shall serve on the Budget Committee, and will not be authorized to sign on all bank accounts. (At least two officers' and/or directors' signatures are required on all checks and disbursements.)

The current Officers of the Club are:

President -	Larry Allen
Vice President & Asst. Treasurer -	Ernie Bryant
Secretary -	Ken Wilson

Treasurer -

Joi Blackley

ELECTION OF OFFICERS (effective April 1, 2015):

- a. Each Officer must be a member of The Club and a parent/guardian of an SISD student.
- b. No Officer may serve more than three complete consecutive terms in the same office.
- c. The nominating committee will (by Jan 31 of each year), prepare a slate of candidates for the elected positions for the upcoming year. The nominating committee will prepare the slate of candidates by soliciting, via the Booster Club's website individuals interested in serving as an elected officer of the Booster Club as well as proactively pursuing individuals who would consider serving in such capacities.
- d. The President will present the proposed slate of Officers at the April general meeting and take nominations from the floor. Each Officer will be elected individually by a majority vote of the members present.
- e. The Officers will assume their official duties at the May Officers' meeting and will serve until the next May joint Officers' meeting.
- f. Nominees for Executive Board positions can be elected for up to two consecutive one year terms, each such term being separately voted on. Exceptions may be made by the Executive Board with 2/3 majority vote of all Directors.

ARTICLE VIII COMMITTEES

Notwithstanding anything to the contrary contained in these By-laws, the Board shall determine the committees and the responsibilities and authority extended to them as they deem necessary to conduct the affairs of the Club, and may include the following: Executive Committee, Nominations Committee, Budget Committee, and the Membership and Communications Committee (which may be two separate committees). The Board will appoint a committee chairperson for each committee so established. Each committee chairperson shall appoint members to serve upon the committee from the membership of the Club and/or volunteers from the community. Each committee will carry out the duties of that committee as deemed by these By-laws and the Board of Directors.

Executive Committee - This committee will determine the agenda for all Board meetings, recommend committee chairpersons to the Board, insure the mission of the club is fulfilled and such other duties as determined by the Board of Directors. The Executive Committee shall approve all disbursements of the Club (except as provided in Article IX below). The Executive Committee shall consist of the President and other officers approved by the Board. The President shall preside at all meetings of the Executive Committee.

Nominations Committee - The Nomination Committee will solicit for, select and recommend candidates for election as Directors each year to the membership at the annual or last meeting of Members. Any Member may also make nominations from the floor at the annual or last meeting of the year for director.

Budget Committee - The Budget Committee will prepare an annual budget to present to the Board of Directors each year, to include the source and use of funds and/or property for the next succeeding fiscal year of the Club. Upon review and approval by the Board of Directors, it shall be presented to the membership at the annual or last meeting of the members each year. The Treasurer and/or Assistant Treasurer shall serve on the Budget Committee.

Membership and Communications - The committee will design, prepare and maintain all logos, slogans, news releases, web sites, brochures, letters of invitation and appreciation, or any other form of literature or communication deemed consistent with accomplishing the stated mission of the Club. It will recruit new Members and maintain communication with existing and prospective Members. At least one vice president shall serve on the committee. This committee may be separated into two committees as deemed by the Board of Directors.

ARTICLE IX APPROVAL FOR DISBURSEMENT OF FUNDS

All Club monies are to be disbursed only through the authority of the Executive Committee and/or Board of Directors. Amounts above \$500.00 must be approved by a majority of directors serving at the time of any meeting resulting in approval. Two authorized signatures will be required on all checks and disbursements. The only exception to this will be purchases up to \$2500 to restock the Spirit Shop and Concessions which will not require formal BOD approval.

All expenses/checks must be presented to board at each meeting. All checkbooks must be presented to BOD at each meeting for reconciliation.

ARTICLE X FISCAL YEAR

The fiscal year of the Club shall be from July 1 to June 30. An annual report of financial condition with a statement of operations of the Club shall be reviewed and approved by the directors, and presented to the membership each year.

ARTICLE XI DISSOLUTION

In the event of dissolution of the Club both the real and personal property and assets of the Corporation shall be dedicated to the Sunnyvale Independent School District, or other organization(s) that qualify as an exempt organization under section

501(c)(3) of the Internal Revenue Code of 1986, as amended, and that exist for the benefit of the Sunnyvale Independent School District.

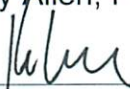
ARTICLE XII AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended, wholly or in part, by a majority vote of the Members in good standing (whether in person or by proxy) who do vote at any regular meeting of the Club membership.

These Amended and Restated Bylaws were adopted pursuant to a majority vote of the Members at a meeting duly called and noticed for such purpose and are hereby made effective as of April 1, 2015.



Larry Allen, President



Ken Wilson, Secretary