

**BOULDER HIGH SCHOOL PANTHER ATHLETIC
BOOSTER CLUB, INC.**

AMMENDED AND RESTATED BYLAWS

A COLORADO NONPROFIT CORPORATION

4/20/2023

Article I. Name, Purpose, and Nonprofit Status

Section 1.01 Name: The name of this organization shall be the Boulder High School Panther Athletic Booster Club, Inc. (the "Panther Club" or the "Corporation"). The principal office and place of business of the Club in the State of Colorado shall be Boulder High School, at 1604 Arapahoe, Boulder, Colorado 80302, or at such other location as the Board may from time to time determine. Other offices and places of business may be established from time to time by the Board.

Section 1.02 Corporate Seal: The seal of the Corporation shall be inscribed with the name of the Corporation, and the words "Colorado" and "Seal" and shall be in a form approved by the Board, which may alter the same at its pleasure.

Section 1.03 Purpose: The purpose of the Panther Club shall be to support and promote the athletic and spirit programs of Boulder High School ("Boulder High School" or the "School") by:

- (a) Raising funds to support Boulder High School's Colorado High School Activities Association ("CHSAA") recognized sports teams, Boulder High School sports clubs, and Boulder High School sports and spirit related groups or projects ("Donations");
 - (i) Donations may be in the form of unrestricted donations which shall be used equitably for all teams, clubs, or sports and spirit related groups and projects ("Unrestricted Donations") or restricted donations which shall be used for specific teams, clubs, or sports and spirit related groups and projects ("Restricted Donations").
 - (ii) All financial Donations shall be made out to the Boulder High School Panther Athletic Booster Club, Inc. Any Donations made out to any other organization name shall not be accepted. In-kind Donations shall be accepted at fair market value.
- (b) Providing volunteer support to enhance the athletic programs at the School;
- (c) Encouraging parental and community involvement in the athletic programs at the School;
- (d) Fostering school spirit and promoting good sportsmanship among athletes, coaches, parents, and the community;
- (e) Providing scholarships to athletes who have demonstrated outstanding achievement in athletics and academics and recognition in the form of plaques, banners, etc.; and
- (f) Engaging in any other activities consistent with the mission of the Panther Club.

Section 1.04 Nonprofit Status: The Panther Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Panther Club shall not engage in any activity that is not permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Panther Club shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the Panther Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose section hereof. Upon the dissolution of the Panther Club, the Board shall, after paying or making provision for the payment of all the liabilities of the Panther Club, dispose of all the assets of the Panther Club exclusively for the purposes of the Panther Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Panther Club is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II. Membership

Section 2.01 Eligibility criteria for membership: Any parent or guardian of a Boulder High School student-athlete or student, as well as any other adult interested in supporting Boulder High School, may become a member of the Panther Club. Membership to the Panther Club shall be granted when membership dues have been paid for each fiscal year or a minimum of hours of volunteer work supporting the Panther Club has been completed. Upon payment of said dues, or completion of volunteer hours, persons shall be deemed to be in “Members” in good standing.

Section 2.02 Boulder High School Coaches, Club and Organization Leader Membership: All Boulder High School Coaches or named leaders of any club or organization outlined in Section 1.03a shall be granted Membership in the Panther Club as long as they are employed by, or active with, said team, club, or organization.

Section 2.03 Dues or volunteer hours: Dues and minimum volunteer hours shall be determined by the Board and must be paid or completed annually. The membership term shall coincide with the academic year and be from July 1st through June 30th of the following year.

Section 2.04 Rights and responsibilities of Members: Each Member in good standing shall have one vote and shall be required to support the purpose of the Panther club to the best of their ability.

Section 2.05 Termination of membership: Membership may be terminated for cause by a three-fourths majority vote of the Board. Cause for termination includes failure to pay dues, complete volunteer hours, or conduct that is detrimental to the objectives of the Panther Club as determined by the Board.

Section 2.06 Membership in the Panther Club is not transferable or assignable.

Article III. Meetings

Section 3.01 Regular Meetings: Regular meetings of the Panther Club shall be held on the second Monday of each month during the academic year, unless otherwise specified by the President or a majority of the Board.

Section 3.02 Special Meetings: Special meetings of the Panther Club may be called by the President or a majority of the Board. Notice of such meetings shall be given to all Members at least five (5) days prior to the meeting.

Section 3.03 Quorum: A quorum for the transaction of business at any meeting of the Panther Club shall consist of at least four (4) Members in good standing. Except as specifically provided to the contrary by these Bylaws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members and the membership.

Section 3.04 Conduct of Meetings: The President shall preside at all meetings of the Panther Club, or in his/her absence, the Vice President or another officer designated by the President. The Secretary shall keep minutes of all meetings, which shall be made available to Members upon request.

Section 3.05 Order of Business: The order of business at regular meetings shall be as follows:

- (a) Call to Order
- (b) Approval of Minutes
- (c) Reports of Officers
- (d) Reports of Committees
- (e) Old Business
- (f) New Business
- (g) Announcements
- (h) Adjournment

Article IV. Board of Directors & Officers

Section 4.01 The Board of Directors (“the Board”) shall be responsible for the management and operation of the Panther Club. The Board shall consist of the following elected officers: President, Vice President, Secretary, and Treasurer. No individual may hold more than one office.

- (a) The President shall be the chief executive officer of the Panther Club and shall preside at all meetings of the Board and general membership.
- (b) The Vice President shall assume the duties of the President in the President's absence.
- (c) The Secretary shall be responsible for keeping records of all Panther Club proceedings, including minutes of meetings, and
- (d) Treasurer shall be responsible for managing the Panther Club's finances.

Section 4.02 Nomination: At the last regular Membership Meeting of the year (May), nominations, for officers of the Panther Club shall be made from the floor by Members in good standings. Nominees shall be Members of the Panther Club in good standing the time of nomination.

Section 4.03 Selection of Officers: The Board shall be elected annually by the general membership at the annual meeting, which shall occur at the regularly scheduled Panther Club meeting in May of any calendar year (“Annual Meeting”), of the Panther Club. Officers shall serve a term of one year and may be re-elected for consecutive terms. The nominee for each office position receiving the greatest number of votes cast by the Members present at the meeting shall be declared the elected office for each respective office. Proxy voting is not allowed.

Section 4.04 Board Meetings: The Board shall meet at least once every two months and may hold additional meetings as necessary. Meetings shall be open to all Panther Club Members and notice of meetings shall be posted on the Panther Club's website and sent to all Panther Club Members in advance.

Section 4.05 The Board shall have the power to transact all business necessary for the operation of the Panther Club, including but not limited to the following:

- (a) Raising funds to support the Purposes of the Panther Club as defined in Section 1.03.
- (b) Approving the annual budget and financial reports.
- (c) Approving Panther Club expenditures.
- (d) Authorizing the disbursement of funds for Panther Club-approved projects and programs as defined in Section 1.03.
- (e) Appointing standing and ad-hoc committees as necessary.
- (f) Establishing policies and procedures for the Panther Club's operation.

Section 4.06 In addition to the elected officers, the Board may also include non-voting Members in good standing such as coaches, school administrators, or other individuals who may provide expertise or support to the Panther Club.

Section 4.07 All actions of the Board may be subject to review and approval by the general membership at the Annual Meeting of the Panther Club. Any member of the Board may be removed from office for cause by a vote of two-thirds of the Members in good standing.

Section 4.08 Removal and resignation of directors

- (a) Removal: Any director may be removed from their position by a two-thirds vote of the remaining members of the Board for cause, including but not limited to:
 - 1) Failure to attend three consecutive meetings of the Board without prior notification to the President or Secretary of the Panther Club.
 - 2) Failure to fulfill the responsibilities assigned to them by the Board.
 - 3) Conduct unbecoming of a board member.
- (b) Resignation: Any director may resign at any time by giving written notice to the Board. The resignation shall take effect upon the receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.09 Special Meetings: Special meetings of the Board may be called at any time by the President or by any two members of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice stating the place, day, and hour of every special meeting shall be given to each member of the Board either by emailing or mailing such notice at least 5 days before the date of the meeting. The notice of the special meeting shall specify the business to be transacted at and the purpose of any special meeting of the Board.

Section 4.10 Quorum: A quorum at all meetings of the Board shall consist of a majority of the directors holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is obtained. Except as specifically provided to the contrary by these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.11 Vacancies: Any vacancy in the Board shall be filled by a Member in good standing for the remainder of the vacating Board member's current term and shall be appointed by a majority of the Board.

Section 4.12 Action without a Meeting: Any action required to be taken at a meeting of the Board, or any committee thereof, or any other action which may be taken at a meeting of the directors, or any committee thereof, may be taken without a meeting if a consent in writing, electronically or other, setting forth the action so taken is agreed by all of the directors or committee Members, which may be agreed in counterparts.

Section 4.13 Compensation: No member of the Board shall receive any compensation for serving in such office, provided that the Panther Club may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board.

Article V. Committees

Section 5.01 The Panther Club shall establish the following committees ("Committee"), which shall consist of Members of the Panther Club. Each committee shall be chaired by a member of the Panther Club's Board, and each committee shall have the power to appoint subcommittees and such other assistants as it deems necessary. These Committees shall have and may exercise such authority in the management of the Panther Club as shall be provided in a resolution to create said committee or in these Bylaws. No committee shall have the power or authority to amend, restate, alter, or repeal the Articles of Incorporation; to amend, alter, or replate these or any other Bylaws of the Panther Club; to elect, appoint, or remove any member of any such committee or any officer or director of the Panther Club; to adopt a plan of merger or consolidation with any other corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Panther Club; to authorize the voluntary dissolution of the Panther Club or to revoke any proceedings for the voluntary dissolution of the Panther Club; to adopt any plan for the distribution of the assets of the Panther Club; to amend, alter, or repeal any resolution of the Board which by its terms provides that it may not be amended, altered, repealed by such committee; or to take any other action prohibited by law. All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. The Chairman of each committee shall be designated at the time of the appointment of such committee.

- (a) **Membership Committee:** The Membership Committee shall be responsible for setting annual dues and volunteer hours required for membership, maintaining accurate records of the membership of the Panther Club, soliciting new members, and processing membership applications. The Membership Committee shall also be responsible for coordinating membership drives and membership events.
- (b) **Fundraising Committee:** The Fundraising Committee shall be responsible for planning, organizing, and executing all fundraising activities of the Panther Club. The Fundraising Committee shall develop fundraising goals and strategies and shall coordinate with other committees to ensure that fundraising activities are consistent with the Panther Club's mission.

- (c) **Finance Committee:** The Finance Committee shall be responsible for overseeing the financial affairs of the Panther Club, including budgeting, financial reporting, and compliance with applicable laws and regulations. The Finance Committee shall prepare and present to the Board an annual budget for approval and shall monitor the Panther Club's financial performance throughout the year.
- (d) **Grant Committee:** The Grant Committee shall be responsible for administering the Unrestricted Donations and Restricted Donations made to the Panther Club to the various Boulder High School teams and organizations outlined in Section 1.03. The Grant Committee shall have sole responsibility and authority to establish criteria, review requests, and select recipients and amounts to be granted.
- (i) Any Grant request made to the Panther Club related to Boulder High School's CHSAA recognized sports teams shall be completed by the day and time determined by the Grant Committee and first be submitted to the Grant Committee by each team's coach (the "Coach"). Subsequently, the Boulder High School Athletic Director ("Athletic Director") will review each Grant request. After consultation with each team's Coach, the Athletic Director shall make final Grant requests to the Grant Committee and provide additional information to the Grant Committee at a regularly scheduled Grant Committee meeting.
 - (ii) In the event that a CHSAA recognized sports team does not have a Coach at the time the requests for Grants are due, the Athletic Director may make a Grant request on the team's behalf.
 - (iii) If the Athletic Director and the Coach cannot come to an agreement on the type and/or the amount of a particular Grant request, the Coach and/or the Athletic Director, may ask for an appeal meeting with the Grant Committee where all parties shall be present to discuss the request in good faith. The final determination of the Grant type and amount shall be made by the Grant Committee within seven (7) business days of the completion of the appeal meeting.
 - (iv) All Grant requests made to the Grant Committee by any other organization listed in Section 5.01d shall be completed by the day and time determined by the Grant Committee.
 - (v) Emergency Grant requests by any team, department, or organization throughout the fiscal year shall be reviewed on a case-by-case basis and a decision on said Grant request shall be made within seven (7) business days.
 - (vi) Each Grant request shall include a minimum of two (2) estimates for items to be purchased, a listing of rationale, how many students the request will impact, and images of the equipment to be purchased and/or other descriptions that show how the funds will be used.
 - (vii) Although the primary intent of the Grant Committee is to administer Grants to the organizations listed in Section 1.03, the Grant Committee is under no obligation to make any Grants to any organization for any reason.
 - (viii) In the event that the Panther Club receives a Restricted Donation, the Grant committee shall make best efforts to direct said Restricted Donations to their intended purpose, however those Restricted Donations may reduce the overall Grant levels for said teams, programs, equipment, or other uses from the Unrestricted Donation pool of funds to maintain equitable distribution. Additionally, any Restricted Donation shall be subject to the deduction of general Panther Club operating expenses as determined by the Treasurer.
 - (ix) The Grant Committee shall work in conjunction with the Treasurer to ensure that prior to administering Grants, all projected operating expenses of the Panther club, including funding a general reserve account, are adequately accounted for.

- (e) **Event Planning Committee:** The Event Planning Committee shall be responsible for planning and organizing all events sponsored by the Panther Club, including but not limited to, social events, athletic events, and community service events. The Event Planning Committee shall coordinate with other committees as necessary to ensure that events are consistent with the Panther Club's mission and goals.
- (f) **Communications Committee:** The Communications Committee shall be responsible for all external and internal communications of the Panther Club, including but not limited to, newsletters, social media, and website content. The Communications Committee shall also be responsible for publicizing Panther Club events and activities to the broader community, and for promoting the Panther Club's mission and goals.

Article VI. Finances

Section 6.01 Fiscal Year: The fiscal year of the Panther Club shall begin on July 1st and end on June 30th of the following year.

Section 6.02 Budget: The Panther Club's annual budget shall be prepared by the Panther Club Treasurer and presented to the Board for approval at the first Board meeting of each fiscal year. The budget shall include all proposed expenditures for the fiscal year and be based on the projected income for the year. Any changes to the budget must be approved by the Board.

Section 6.03 Funds Management: The Panther Club funds shall be maintained in a separate account from the school's funds. All funds raised by the Panther Club shall be used exclusively for the support of the programs defined in Section 1.03.

Section 6.04 Disbursement of Funds: All disbursements of Panther Club funds must be approved by the Board. Any expenditure exceeding \$500 must be approved by a majority vote of the Board. Additionally, only the Treasurer, or specifically designated officer(s) of the Panther Club, shall be authorized to distribute funds, in any form, to any team, organization, vendor, or individual. No disbursements shall be made to any individual for personal expenses.

Section 6.05 Fundraising Activities: All fundraising activities must be approved by the Board. Any fundraising activity involving the sale of goods or services must comply with all applicable laws and regulations.

Section 6.06 Financial Records: The Panther Club Treasurer shall maintain accurate and complete financial records, which shall be available for inspection by any member of the Board upon request. The Treasurer shall prepare monthly financial statements and an annual financial report, which shall be presented to the Board for approval.

Section 6.07 Auditing: The financial records of the Panther Club may be audited annually by an independent auditor, or an Audit Committee appointed by the Board.

Section 6.08 Distribution of Assets: In the event of the dissolution of the Panther Club, all assets remaining after the payment of debts shall be distributed to the Boulder High School athletic department for the benefit of the athletic program or any other organization as defined in Section 9.01.

Section 6.09 Conflict of Interest: No Member of the Panther Club shall derive any personal profit or gain, directly or indirectly, by reason of their participation in the Panther Club's activities. Any potential conflict of interest must be disclosed to the Board and the interested party shall recuse themselves from any discussion or decision-making regarding the matter.

Section 6.10 Donor Recognition: The Panther Club may establish donor recognition programs or levels to acknowledge contributions to the athletic program. Any such program shall be approved by the Board and comply with all applicable laws and regulations.

Article VII. Contracts, Deposits and Property

Section 7.01 Contracts: The Board may authorize any office or officers, agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Panther Club, and such authority may be general or confined to specific instance.

Section 7.02 Checks Drafts and Notes: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Panther Club shall be signed by the Treasurer, or such officer or officers of the Panther Club as determined by the Board.

Section 7.03 Deposits: All funds of the Panther Club not otherwise employed shall be deposited from time to time to the credit of the Panther Club in such banks, trust companies, or other custodians as the Board may select.

Section 7.04 Investment Managers: The Board shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Panther Club.

Section 7.05 Property: The property of the Panther Club shall be held and applied in promoting the general purposes defined in Section 1.03.

Article VIII. Amendments

Section 8.01 Amendment Process: These bylaws may be amended or repealed, in whole or in part, by a three-fourth vote of the Board present at any regular or special meeting, provided that written notice of the proposed amendment(s) has been given to all members of the Board at least ten (10) days prior to the meeting.

Section 8.02 Emergency Amendments: In the event that a situation arises requiring immediate action, the President may propose an emergency amendment to these bylaws. The proposed amendment(s) shall be presented to the Board at the earliest possible time and shall be subject to ratification at the next regular or special meeting of the Board.

Section 8.03 Notification: All Members of the Panther Club shall be notified of any amendments to these bylaws within thirty (30) days of the amendment(s) being adopted by the Board. Notification may be made by email, mail, posted on the Panther Club's Website, or other appropriate means.

Section 8.04 Conflict with Law or Regulation: In the event that any provision of these bylaws conflicts with any applicable law or regulation, the conflicting provision shall be deemed null and void, but the remaining provisions of these bylaws shall remain in full force and effect.

Section 8.05 Bylaw Review: The Board shall review these bylaws at least every three (3) years to ensure they are current and reflect the current practices and needs of the Panther Club. If any changes are recommended, they shall be proposed and approved as outlined in this section.

Article IX. Dissolution

Section 9.01 In the event of dissolution of the Panther Club, all of its remaining assets after payment of its debts shall be distributed to the Boulder High School Athletic Department or one or more organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax code, or to the federal, state, or local government dedicated to supporting high school athletics or education in Boulder, Colorado.

Section 9.02 No Member or director of the Panther Club shall receive any of its remaining assets upon dissolution, except for reimbursement of expenses incurred on behalf of the Panther Club or for any other reason consistent with the Panther Club's nonprofit status.

Section 9.03 Procedures - In the event of dissolution of the High School Athletic Panther Club, the following procedures shall be followed:

- (a) A three-fourths majority vote of the Board must be obtained to approve the dissolution of the organization. The vote must be taken at a regularly scheduled Board meeting, or a special meeting called for that purpose.
- (b) Notice of the proposed dissolution and the time and place of the meeting must be given to all members of the Board at least thirty (30) days prior to the meeting.
- (c) If the Board votes to dissolve the Panther Club, notice of the dissolution must be given to all Members at least thirty (30) days prior to the distribution of assets.
- (d) Any assets remaining after payment of the organization's debts shall be distributed in accordance with the procedures outlined in the "Dissolution" section of these bylaws.
- (e) Upon dissolution, the Board shall be responsible for winding up the affairs of the organization, including the distribution of any remaining assets.
- (f) All books, records, and other documents of the Panther Club shall be maintained for a period of not less than five (5) years after the date of dissolution and shall be made available to any Member of the Panther Club upon request.
- (g) The Board shall file any required state and federal tax returns and shall provide copies of the returns to the appropriate government agencies as required by law.
- (h) The dissolution of the Panther Club must be conducted in accordance with all applicable federal and state laws.

Article X. Indemnification

Section 10.01 Purpose: The purpose of this indemnification provision is to provide protection to the officers, directors, employees, and volunteers of the Panther Club from liability for any claims or damages arising out of their actions or omissions while acting in their official capacity for the Panther Club.

Section 10.02 Indemnification: The Panther Club shall indemnify and hold harmless its officers, directors, employees, and volunteers (the "Indemnified Parties") to the fullest extent permitted by law against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which they are a party by reason of being or having been an officer, director, employee, or volunteer of the Panther Club, provided that such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Panther Club.

Section 10.03 Limitations: The indemnification provided under this section shall not be deemed exclusive of any other rights to which the Indemnified Parties may be entitled under any agreement, vote of the Members or directors, or otherwise. The Panther Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or volunteer of the Panther Club against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such.

Section 10.04 Notice and Consent: Any Indemnified Party seeking indemnification under this section shall provide the Panther Club with prompt written notice of any action, suit, or proceeding for which indemnification is sought. The Panther Club shall have the right to assume the defense of any such action, suit, or proceeding, with counsel reasonably satisfactory to the Indemnified Party. The Indemnified Party shall have the right to participate in such defense, but the Panther Club shall not be obligated to pay any fees or expenses incurred by such party in connection with such participation unless the Panther Club consents to such payment in writing.

Section 10.05 Severability: If any provision of this section is held to be invalid, illegal, or unenforceable for any reason whatsoever, the validity, legality, and enforceability of the remaining provisions shall not be affected or impaired in any way.

Section 10.06 Governing Law: This indemnification provision shall be governed by and construed in accordance with the laws of the State of Colorado, County of Boulder.

Section 10.07 Effective Date: This indemnification provision shall become effective upon adoption by the Panther Club's Board and shall apply to any claim or cause of action arising out of or related to any act or omission occurring on or after the date of adoption.

These above Bylaws were approved and adopted by the Members of the Boulder High School Panther Athletic Booster Club, Inc. on the _____ day of May 2023.

Secretary