

THIRD AMENDED AND RESTATED BYLAWS OF
THE MANSFIELD LEGACY HIGH SCHOOL
DRILL TEAM SSBC

ARTICLE ONE
NAME

The name of this organization is Mansfield Legacy High School Drill Team SSBC doing business as the “Silver Spurs SSBC” (hereafter referred to as “SSBC”), having been incorporated on February 25, 2008. The principal place of business at Mansfield Legacy High School, 1263 N. Main Street, Mansfield, Texas 76063, with its mailing address at: 900 N Walnut Creek Drive, Suite 100, PMB 250, Mansfield, Tarrant County, Texas 76063.

ARTICLE TWO
PURPOSE

Mansfield Legacy Drill Team SSBC is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code. The purpose of the Mansfield Legacy High School Drill Team SSBC (the “SSBC”) organization is:

- To provide inspiration, guidance, support and assistance to the Mansfield Legacy Drill Team Students in order to develop and sustain top performing drill team programs at the high school level.
- All assistance rendered will be done in accordance with the policies established by the Board of Trustees of the Mansfield Independent School District and the administrative policies of the Mansfield Independent School District.
- To secure closer contact between parents, students, teachers and directors, thereby assuring clear communication and cooperation among all those involved in these drill team programs.
- To assist with the purchase of equipment and supplies for this drill team program that would not be available through the school budget, provided such actions are within the Mansfield ISD policies and procedures.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or otherwise attempting to influence legislation, and the 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 other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE THREE MEMBERSHIP

3.01 Member Eligibility: Upon receipt of one full year's dues, any adult person having an interest in the objectives of the SSBC shall be considered a voting member. The term of membership shall be one calendar year which starts on June 1 of the current year and ends on May 30 of the following year. Dues are payable as soon as possible after new team members are selected for the upcoming year. Persons may be admitted to membership at any time of the year with the understanding that annual dues shall not be prorated regardless of the point in the year that the person joins. The drill team director(s) and the Legacy High School district sponsor shall be considered voting members of the SSBC otherwise exempt from paying dues.

3.02 Dues: The Executive Board shall propose dues for the upcoming year at the February meeting for approval by the general body at the March meeting. The Treasurer shall credit dues paid by members to the joint fund for the benefit of both the Varsity and Junior Varsity teams.

3.03 Voting Rights: Each SSBC member shall be entitled to one (1) vote, upon timely payment in full of membership dues, on each matter submitted to a vote of the members. Members shall be entitled to vote at general and special meetings of the members by proxy vote and such proxy shall be provided on the SSBC approved form and submitted in writing to the Secretary not less than 24 hours prior to the general or special meeting for which it is applicable. There is no standing proxy. It is required that each member who wishes to vote on a matter by proxy shall do so for each vote (or votes to be held at a general or special meeting of the members).

3.04 Rights of Membership: No member of the SSBC shall have any power or authority to incur any debts or assume any liability in the name of the SSBC.

3.05 Duties of the Membership: Each drill team family will be asked to participate at each fund raising event adopted by the SSBC. The family may include, but is not limited to parents, grandparents, or legal guardians, drill team members, or other family members 18 years of age and older, as approved by the Executive Board of the SSBC. The SSBC is non-profit and fundraising is essential to how it provides and assists the drill team.

ARTICLE FOUR MEETINGS

4.01 Regular Meetings: Regular meetings will be held once per month beginning in April and continuing monthly on the first Tuesday of each month thereafter unless otherwise notified by the Board in writing not less than 10 days prior to the scheduled meeting date. The meetings will end in March of the following year at which time a new Executive Board assumes its duties. The exact time and place of all meetings will be set by the President, at the direction of the Executive Board and communicated to the membership. Changes in the time, place, or date of the regular meeting will be communicated to the members with at least a 48 hours' notice prior to the meeting. A special meeting can be requested at a scheduled general meeting, with the majority consent of the attending members entitled to vote. Also upon request by any five (5) members entitled to vote, a special meeting of the members may be called any time. Each regularly scheduled general meeting will be after an Executive Board meeting except as otherwise provided in writing to the members as provided above.

4.02 Place of Meeting: The Executive Board may designate the place of the meeting for regular meetings or special meetings.

4.03 Notice of Meeting: Written notice stating the place, day, and time of meetings shall be provided to the members electronically by the President or Secretary. The Executive Board will endeavor to remind members prior to meetings.

4.04 Quorum: A quorum shall be established and verified at the beginning of each meeting consisting of a simple majority of all members in good standing in attendance at the meeting, including all votes by proxy.

ARTICLE FIVE

VARSIY EXECUTIVE BOARD AND TERMS OF OFFICE

5.01 Executive Board: The members of the Executive Board shall be the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Public Relations, New Member Representative, Junior Varsity Representative, and Parliamentarian. These officers must be members in good standing (i.e., all dance team and SSBC fees paid to date). The drill team director(s) shall be an ex-officio member(s) of the Executive Board. A member in good standing who is nominated for one position but not elected may then be nominated for another position.

5.02 Regular Board Meetings: Regular meetings of the Executive Board shall occur monthly except as otherwise indicated to the members in writing by the Executive Board.

5.03 Special Board Meetings: Special meetings of the Executive Board may be called by or at the request of the President or any two members of the Executive Board.

5.04 Quorum: A quorum of the Executive Board shall be a simple majority of the members of the Executive Board.

5.05 Nomination of the Executive Board and Committee Chairs: The nominating committee of the SSBC members shall consist of not less than five (5) SSBC members in good standing and duly elected by the SSBC members at the January General Meeting in accordance herewith (the “**Nominating Committee**”). The procedure to be followed for election of the Executive Board and committee chairs shall be as follows:

a. At the January General Meeting of the members, volunteers shall be solicited from the floor to serve on the Nominating Committee. Nominations must be open to the general membership and shall be accepted from the floor. Only members in good standing who have consented to serve shall be eligible for nomination. The Nominating Committee shall not include more than two members of the current Executive Board. Persons serving on the Nominating Committee cannot be nominated for any Executive Board position. [NEED TO ADD SOMETHING ABOUT A NOMINATING COMMITTEE MEMBER CANNOT BE NOMINATED FOR A BOARD POSITION; IF SO THEY MUST BE REMOVED/REPLACED ON NOMINATING COMMITTEE.]

b. Upon closing of the nominations by the President for members to serve on the Nominating Committee, the SSBC members shall thereafter vote on the nominees with the five (5) nominees receiving the highest number of votes to be the appointed members of the Nominating Committee for the current election year.

c. Immediately following the January meeting, the Secretary shall by written electronic mail provide to each SSBC member in good standing the electronic mail addresses of all Nominating Committee members. The submission shall be made by all SSBC members no later than February 1, at 3:00 p.m. The Secretary's notice shall further provide notice to all SSBC members that nominations for the upcoming season's executive board are open and if interested in nominating a SSBC member to serve on the board, the SSBC member shall submit the nomination in writing to each of the Nominating Committee members via their electronic mail addresses by no later than February 13. Only members in good standing who have consented to serve on the executive board shall be eligible for nomination. If a person serving on the Nominating Committee desires to be nominated or considered for an Executive Board position, they must resign from the Nominating Committee immediately. The President must appoint any replacement Nominating Committee members and inform the Executive Board. The Secretary shall immediately update the SSBC members in good standing with the revised Nominating Committee members' names and electronic mail addresses.

d. The Nominating Committee shall thereafter nominate one eligible person for each office to be filled by election at the March General Meeting of the members. On or before February 15, the Nominating Committee shall prepare a written report that is signed by each of the Nominating Committee members setting forth each of its proposed nominations for the Executive Board (the "NC Report"). The NC Report shall be simultaneously submitted via electronic mail to the current President and Secretary of the Executive Board. After the Nominating Committee fulfills its duties and files the NC Report, the Nominating Committee shall be considered dissolved for the current year without the need for further action.

e. The Secretary shall, not later than three (3) business days after receipt of the report, forward a copy of the NC Report to all SSBC members in good standing via electronic mail for the SSBC members consideration. At the March General Meeting of the members, during presentation of the Secretary's report, the Secretary shall also verbally present to the general membership the Nominating Committee's proposed slate of officers.

f. If any proposed Executive Board nominee withdraws their consent prior to the election at the March General Meeting, the Nominating Committee shall reconvene and nominate a secondary eligible person for that office. The Nominating Committee shall file a revised NC Report with the current President and Secretary of the Executive Board. The Secretary shall forward a copy of the revised NC Report to all SSBC members in good standing via electronic mail for the SSBC members consideration if time allows prior to the March General Meeting. Additionally, the Secretary shall also verbally present the Nominating Committee's revised proposed slate of officers at the March General Meeting.

5.06 Elections: The Executive Board shall be elected by the SSBC membership by an affirmative vote of a majority of the SSBC members in good standing at the March General Meeting. The newly elected members of the Executive Board shall assume their duties as of the first Tuesday in March following Spring Break, conducting all new business pertaining to the upcoming school year and shall preside over the April General Meeting. Outgoing members of the Executive Board will serve in an advisory capacity through May 3 to finish old business pertaining to the current school year. On or before April 1, the outgoing Executive Board shall

have turned over all materials associated with their duties to the newly elected Executive Board members. The outgoing Executive Board may, during the April General Meeting, present a farewell statement to the SSBC members.

5.07 Vacancies: A vacancy occurring in any office, except for the office of the President, shall be appointed for the remainder of the unexpired term by the written consent of not less than a majority of the Executive Board. In case of vacancy of the President, the First Vice-President shall automatically assume the duties of the President for the remainder of the unexpired term.

5.08 Compensation: Executive Board members shall not receive compensation for their services.

5.09 Removal from Office: Executive Board members are required to attend all scheduled board meetings. Executive Board members are to notify the President when a conflict in attendance occurs. On the third consecutive missed Executive Board meeting by a Board member, the remaining Board members shall vote on removal of said Board member. Executive Board members may also vote on removal of any Board member if business disruptions or conflicts arise that jeopardize the business of the SSBC. Any vote for removal shall be conducted electronically and require a 2/3 majority vote of the Executive Board members. The President shall notify any Executive Board member of their removal immediately and retrieve any SSBC property. Any vacancy created shall be filled pursuant to Section 5.07 above.

5.10 Term of Office: The term of office for each Executive Board member shall be for one (1) year. Newly elected officers shall assume their official duties on the first Tuesday following Spring Break.. Outgoing officers shall assume advisory status through May. No one person may serve more than two consecutive years in the same executive office, except by decision of a majority vote of the SSBC members in attendance at the March general meeting of the members. One who has served more than one-half of a term shall be credited with having served that term.

ARTICLE SIX OFFICERS AND THEIR DUTIES

6.01 President: The President shall preside at all meetings of the SSBC and of the Executive Board and shall have general supervision of the affairs of the SSBC. He/she may create any committees not otherwise provided for in these bylaws. The President shall be an ex-officio member of all committees.

6.02 First Vice-President: In the absence of the President, the First Vice-President (“1st VP”) shall preside at meetings of the SSBC and the Executive Board. The 1st VP shall chair the Fundraising Committee of the SSBC and by chairing such Committee, shall be in charge of overseeing all fundraising events undertaken by the SSBC. The 1st VP shall make a report at each General Meeting of the members concerning the status of all fundraising events/efforts. The 1st VP shall, in general, perform all duties incident to the office of First Vice-President and such other duties as may be prescribed by the Executive Board.

6.03 Second Vice-President: The Second Vice-President (the “Party VP”) shall chair the Party Committee of the SSBC and by chairing such Committee, shall be in charge of overseeing all party and banquet events undertaken by the SSBC. The Party VP shall make a report at the General Meeting of the members concerning all party and banquet events. The Party VP shall also perform

all other duties incident to the office of Party VP and such other duties as may be prescribed by the Executive Board.

6.04 Third Vice-President: The Third Vice-President (the “**Spirit VP**”) shall chair the Spirit Committee of the SSBC and by chairing such Committee, shall be in charge of overseeing all spirit events undertaken by the SSBC. The Spirit VP shall make a report at the General Meeting of the members on all spirit events. The Spirit VP shall perform all duties incident to the office of Spirit VP and such other duties as may be prescribed by the Executive Board.

6.05 Secretary: The SSBC Secretary shall record all minutes of all Executive Board and General Meetings of the members and record such minutes in the SSBC Corporate Book and electronic files on or before the next General Meeting of the members. The Secretary shall also make available a copy of minutes to all members of the SSBC upon written request for same. He/she shall handle all correspondence pertaining to the business of the SSBC. The Secretary shall prepare ballots for all elections. The Secretary shall consult with the New Membership Representative to make certain that said ballots are distributed only to voting members in good standing. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Executive Board.

6.06 Treasurer: The Treasurer shall have custody of all money and maintain all financial books in the name of the SSBC. The Treasurer shall be authorized to sign on all bank accounts in the name of the SSBC. The Treasurer will obtain an additional signature on all checks required to have two signatures in accordance with the Financial Policies & Procedures of the SSBC. After verifying the deposit has been counted by two SSBC members and verifying the amount, she/he shall make all deposits of all money received or held in the name of the SSBC upon receipt. The Treasurer shall receive and issue receipts for all money due and payable to the SSBC and shall present a financial report at Executive Board and general membership meetings on the status of the SSBC funds. The Treasurer shall prepare the proposed SSBC annual budget as of August 1 of each year for the Executive Board’s consideration at its August General Meeting of the Board. The Treasurer shall follow the Financial Policies and Procedures manual in preparing the proposed annual budget. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Executive Board.

6.07 Public Relations Officer: The Public Relations Officer (the “**PRO**”) shall oversee all internal and external communications with the public, including public announcements, maintenance of Legacy Silver Spurs website, and advertising and promotions of Legacy Silver Spurs events, including all fundraising events. The PRO shall also be responsible for maintaining the team photographs and videos for use on the SSBC website and otherwise made available to the public. The PRO shall perform all duties incident to the office of Public Relations and such other duties as may be prescribed by the Executive Board.

6.08 Parliamentarian: The Parliamentarian shall advise the Executive Board on questions of parliamentary law, methods of procedure, including the requirements of the SSBC bylaws, and all other policies and procedures of the SSBC. The Parliamentarian shall update for the Executive Board’s review the SSBC bylaws, and prepare updates and revisions to the SSBC policy and procedure manuals as needed to address changes recommended by the Executive Board. The Parliamentarian shall be responsible for causing the SSBC to file any federal or state tax returns, if the SSBC has filing obligations; maintain records of the SSBC, including but not limited to

copies of tax-exempt statements, tax records, and related tax matters and financial filings with federal, state and local governments and MISD. The Parliamentarian shall perform all duties incident to the office of Parliamentarian and such other duties as may be prescribed by the Executive Board.

6.09 New Member Representative: The New Member Representative (“**New Member Rep**”) shall assist the Executive Board in coordinating with all new members of the Varsity and Junior Varsity teams to integrate them into the SSBC family. The responsibilities of this position shall include but not be limited to making contact with all new team member families and to encourage participation in the SSBC, as well as contact of all new team member families throughout the year to coordinate their participation in SSBC fundraising efforts, whether or not the new team member family is also a member of the SSBC. All new team family members should be encouraged to attend Legacy Silver Spurs events, including fundraising efforts that are intended to benefit both Varsity and Junior Varsity teams. The New Member Rep shall be responsible for publishing, distributing, maintaining and updating the membership roster, which shall include name, address, telephone number and e-mail address of each member. The New Member Rep shall perform all duties incident to the office of New Member Rep and such other duties as may be prescribed by the Executive Board.

6.10 Junior Varsity Representative: The Junior Varsity Representative (“**JV Rep**”) shall be the contact coordinator for the Junior Varsity team and the SSBC. The JV Rep responsibilities shall include but not be limited to making contact with all Junior Varsity team member families and to encourage participation in the SSBC, as well as coordinating with the JV director and the JV team family members to provide updates of scheduling, practices, events, and fundraising efforts. The JV Rep shall perform all duties incident to the office of JV Rep and such other duties as may be prescribed by the Executive Board.

6.11 Officer Succession: If the office of President becomes vacant, then the position shall be filled in the following order: by the First Vice-President; or by the Second Vice-President if there is no First Vice-President; or by the Third Vice-President if there is no First Vice-President or Second Vice-President.

ARTICLE SEVEN GENERAL FINANCES

7.01 Fiscal Year: The fiscal year of the SSBC shall begin the day after school is out and end the last day of school of the following calendar year.

7.02 Audit Committee: An audit of the financial records shall be conducted annually in accordance with the Financial Policies & Procedures Manual. The Audit Committee will be appointed in accordance with the Standing Committee Rules.

7.03 Contracts: Contractual obligations may not be made unless prior approval is obtained by majority vote in attendance of the SSBC at a general or special meeting of the members. Contractual obligations required to implement programs covered in the annual budget approved at a meeting of the members or in a revised budget approved by the majority in attendance of the SSBC members at a general or special meeting do not require additional approval of the SSBC members, but must still be approved by majority vote of the Executive Board prior to contracting.

The Executive Board is required to ensure that all contract prices, terms and conditions are competitive, are in compliance with MISD policies and are otherwise complied with by the SSBC. All contracts entered into by the SSBC must be initialed by the applicable committee chair and then signed by the president or, in the absence of the president, by the first vice president of the SSBC. The original contract shall be provided to the Secretary to maintain with the other records of the SSBC. A copy of each contract shall also be provided to the Treasurer for review and compliance with any and all financial terms of the contract.

7.04 Checks and Drafts: All checks in the name of the SSBC shall be signed in accordance with the current Financial Policies & Procedures Manual.

7.05 Deposits: All cash, checks and credit card receipts shall be counted by two members of the SSBC and the amount of the deposit to be made verified by the Treasurer before deposit is made. All cash, checks and credit card payments shall promptly (not more than 3 business days after receipt) be deposited into the SSBC operating account and recorded in the SSBC financial records.

7.06 Gifts: The Executive Board may accept for the benefit of the SSBC any contribution, gift, bequest or devise for the use of the general or special purpose of the SSBC.

7.07 Proceeds from Fundraising Events: All proceeds from fundraising events will be counted and verified by two members of the SSBC before being taken from the event and shall thereafter be deposited into the SSBC operating account in accordance with 8.05 above.

ARTICLE NINE CONFLICT OF INTEREST

8.01 Policy: In keeping with Board's duties to the SSBC members, each member of the Executive Board and each committee member agrees while serving on the Board or a committee, as the case may be, that she/he shall not, acting alone or in conjunction with others, directly or indirectly become involved in a conflict of interest or, upon discovery thereof, allow such a conflict to continue. Moreover, each member of the Board and each member of a committee agrees that she/he shall immediately disclose to the SSBC members any facts which might involve any reasonable possibility of a conflict of interest. It is agreed that any direct or indirect interest, connection with, or benefit from any outside activities, where such interest might in any way adversely affect the SSBC, involves a possible conflict of interest. Circumstances in which a conflict of interest on the part of a Board or committee member might arise, and which must be reported immediately to the SSBC members, includes but are not limited to, the following: 1) disclosure or other misuse of confidential information of any kind obtained through the Board or committee member's connection with their position on the Board or committee; and 2) appropriation by a Board or committee member or the diversion to another, either directly or indirectly, of any business opportunity in which it is known or could reasonably be anticipated that the SSBC would be interested.

ARTICLE NINE AMENDMENTS

9.01 Amendments: These Bylaws may be amended by a two-thirds majority vote of the members present at a regular meeting. Bylaw amendments must be read to the members at a previous meeting and posted for review 30 days prior to the vote.

**ARTICLE TEN
DISSOLUTION**

10.01 Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court Competent Jurisdiction of the county in which the principal office of the corporation 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.

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