

Houston Hawks Wrestling Booster Club, Inc.

Resolution No. 2026-001

Adoption of Bylaws

WHEREAS, Houston Hawks Wrestling Booster Club, Inc. has been duly incorporated as an Alaska nonprofit corporation; and

WHEREAS, the Board of Directors has reviewed the proposed Bylaws governing the administration, governance, membership, officers, committees, meetings, financial management, and other affairs of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the document entitled “**Bylaws of Houston Hawks Wrestling Booster Club, Inc.**” as the official bylaws of the Corporation, effective immediately upon adoption.

FURTHER RESOLVED, that the Secretary of the Corporation is directed to:

Maintain the original signed copy of the bylaws in the Corporation’s permanent records;
Provide copies of the bylaws to each Director and Officer of the Corporation; and
Make the bylaws available for inspection by members as provided therein.

FURTHER RESOLVED, that all officers, directors, committee chairs, volunteers, and members shall conduct the affairs of the Corporation in accordance with the adopted Bylaws and applicable federal and Alaska law.

FURTHER RESOLVED, that the Board may amend the bylaws only in the manner prescribed within the bylaws themselves.

Adopted by the Board of Directors of Houston Hawks Wrestling Booster Club, Inc. on August 5, 2026.

DocuSigned by:



8/5/2026

Brooks Sutter, President

Signed by:



8/5/2026

Shannell Stemmons, Vice-President, Treasurer

Signed by:



8/5/2026

Amanda Major, Secretary

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Houston Hawks High School / Middle School Wrestling Booster Club Bylaws

Houston, Alaska

Introduction

The Houston Hawks High School / Middle School Wrestling Booster Club ("the Booster Club") is a nonprofit, volunteer organization of parents, guardians, coaches, and community members formed to support the wrestling programs of Houston High School and Houston Middle School in Houston, Alaska. The Booster Club operates on a nonprofit basis, complies with the policies of the Matanuska-Susitna Borough School District (MSBSD) and the Alaska School Activities Association (ASAA), and is dedicated to promoting the welfare, development, and competitive success of our student-athletes. These bylaws establish the structure and rules by which the Booster Club governs itself.

What We're Doing

We are a group of parents and community volunteers building a booster club to back the Houston Hawks Wrestling Program for high school and middle school athletes. Our job is to raise funds, organize volunteers, and manage money responsibly so our wrestlers have what they need to train, compete, and travel—from gear and tournament support to team events and recognition. We are here to lift up the athletes, support the coaches, and strengthen the wrestling community in the greater Houston, Alaska area.

Article I – Name

The name of this organization shall be the Houston Hawks Booster Club, also referred to as the "Houston Hawks Wrestling Booster Club, Inc." supporting the wrestling programs of Houston High School and Houston Middle School.

Article II – Purpose

This organization is exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including supporting amateur athletics and educational activities for students participating in Houston Hawks Wrestling.

Specifically, the Booster Club shall:

- Provide financial and volunteer support for the wrestling programs of Houston High School and Houston Middle School;
- Promote the welfare, development, and competitive success of student-athletes;
- Foster school spirit, sportsmanship, and community involvement;
- Operate as a nonprofit organization in which no part of its earnings benefits any private individual;
- Operates in compliance with the policies of the Matanuska-Susitna Borough School District (MSBSD) and the rules of the Alaska School Activities Association (ASAA).

Article III – Board of Directors

Section 3.1 Authority

The affairs, property and business of the Houston Hawks Wrestling Booster Club (“Booster Club”) shall be managed by or under the direction of the Board of Directors (“Board”). The Board is responsible for ensuring that the Booster Club fulfills its charitable mission, complies with all applicable federal and state laws, the requirements of Section 501(c)(3) of the Internal Revenue Code, the policies of the Matsu Borough School District and these bylaws.

Section 3.2 Composition

The Board shall consist of the elected officers of the Booster Club: President, Vice President, Secretary, Treasurer and Ways and Means Coordinator.

The Board may appoint up to two At-Large Directors to provide additional expertise or representation. At-Large Directors shall serve one-academic year terms and possess the same voting rights as elected directors.

The Head Wrestling Coach(es) shall serve as a non-voting Ex-Officio Advisor to the Board.

Section 3.3 Qualifications

Directors shall:

- 1) Be members of the Booster Club in good standing.
- 2) Support the Mission and Purpose of the organization.
- 3) Exercise their duties in good faith and in the best interest of the Booster Club.

Section 3.4 Fiduciary Duties

Each Director shall discharge their duties consistent with the fiduciary obligations imposed upon nonprofit directors, including:

- 1) Duty of Care - exercising reasonable diligence, preparation and informed judgement.
- 2) Duty of Loyalty - placing the interest of the Booster Club above personal interests and avoiding conflicts of interest.
- 3) Duty of Obedience - ensuring the Booster Club complies with its governing documents, applicable laws and its charitable mission.

Section 3.5 Powers of the Board

Unless otherwise reserved to the membership by the bylaws, the Board shall have the authority to:

Adopt annual operating budgets

Approve expenditures within limits set by the Bylaws

Establish committees and appoint committee chairs

Enter into Contracts
Approve fundraising activities
Establish procedure and internal controls ("policies")
Accept donations and sponsorships
Fill vacancies on the board until the next election
Interpret Bylaws
Conduct any other business necessary to fulfill the purpose of the Booster Club

Section 3.6 Meetings

The Board shall meet as necessary to conduct business of the Booster Club. Meetings may occur immediately before or after regular membership meetings or at times established by the President.

Directors may participate by electronic means when all members can simultaneously hear one another.

Section 3.7 Quorum

A majority of the voting Directors then serving shall constitute a quorum for the transaction of Board business.

Unless otherwise provided by these bylaws, actions of the Board shall require approval by a majority vote of Directors present.

Section 3.8 Vacancies

Any vacancy occurring on the Board shall be filled by majority vote of the remaining Directors. A Director appointed to fill a vacancy shall serve until the next annual election.

Section 3.9 Compensation

Directors shall serve without compensation. Reasonable expenses incurred while conducting approved Booster Club business may be reimbursed in accordance with the Booster Club's financial policies.

Article IV - Officers

The officers shall consist of a President, Vice President, Secretary, Treasurer, and Ways & Means Coordinator. Officers serve one-year terms and may serve consecutive terms. No officer shall hold more than one office simultaneously. To be eligible for office, an individual must be a member in good standing. The head wrestling coach(es), shall serve as an ex officio (non-voting) advisor to the Board. Elections shall be held annually on or before July 31, with terms beginning immediately after election and running through July 31 of the following year.

Article V – Elections

Each officer position shall be filled by majority vote of members in good standing present at the annual election meeting. Nominations may be made by a nominating committee or from the floor. Notice of the annual election meeting, including open positions, shall be provided to the membership at least 14 days in advance. Voting shall be by voice, show of hands, electronic or written ballot as determined by the presiding officer. Vacancies may be filled by majority vote of the Board until the next annual election.

Article VI – Duties of the President

The President shall oversee the duties of all officers; ensure the organization operates honestly and in compliance with applicable laws, district policies, and these bylaws; maintain and coordinate governing documents; preside over meetings; and provide leadership. The President shall serve as the primary liaison to the school and coaching staff and may call special meetings.

Article VII – Duties of the Vice President

The Vice President shall assume the President's duties when the President is absent or unable to serve; oversee scheduling of meetings and activities; coordinate major organizational actions and contracts; administer fair voting procedures for all motions and decisions; and ensure all votes are accurately recorded.

Article VIII – Duties of the Secretary

The Secretary shall prepare meeting agendas, provide notice of meetings, record accurate meeting minutes, maintain official records and the membership roll, and distribute minutes to the membership.

Article IX – Duties of the Treasurer

The Treasurer shall maintain all financial records; present at every regular meeting the current account balance, income, expenditures, and anticipated expenses; safeguard all funds; and disburse funds in accordance with these bylaws. An annual budget shall be prepared and presented for a membership vote and Board adoption by July 31 of each year. Funds shall be disbursed only after approval as follows: (a) expenditures within an approved annual budget or at or below \$1000 may be approved by the Board between meetings; and (b) expenditures above \$1000 or outside the approved budget require a vote of the membership. All checks and electronic transfers require two authorized signers or approvers, one of whom shall be the Treasurer or the President. The Treasurer shall prepare an annual financial report at the close of each fiscal year.

Article X – Duties of the Ways & Means Coordinator

The Ways & Means Coordinator shall oversee fundraising, coordinate approved fundraising events, organize volunteers, research and coordinate approved purchases, and work with the Treasurer to complete approved expenditures.

Article XI – Voting

All significant organizational decisions, expenditures above the threshold set in Article IX, fundraising activities, contracts, and purchases shall require a vote. A simple majority of votes cast by members in good standing present at a meeting shall decide the matter unless otherwise required by these bylaws. Electronic or proxy voting may be permitted for specific actions when authorized in advance by the Board. Voting procedures shall be further outlined in an accompanying policy.

Article XII – Removal of Officers

Any officer, including the President, may be removed for failure to perform assigned duties or for conduct detrimental to the Booster Club, including but not limited to, financial misconduct, breach of duty or repeated absences. Removal requires (a) written notice of the concerns provided to the officer at least 14 days in advance, (b) an opportunity for the officer to respond, and (c) a two-thirds vote of the remaining officers. In the event of a tie among the remaining officers, the motion fails and the officer shall remain in office. A removed officer may appeal the decision at the next regular membership meeting, where a majority vote of members present shall be final.

Article XIII – Meetings

Regular meetings shall be held at least monthly during the wrestling season and as otherwise scheduled by the Board. Special meetings may be called by the President or Vice President with at least 7 days' notice. The annual election meeting shall be held on or before July 31. A quorum consists of a majority of the officers for Board actions and at least 10 members in good standing for membership votes.

Article XIV – Amendments

These bylaws may be amended by a two-thirds vote of members in good standing present at a meeting, provided advance notice of the proposed amendment is given to the membership at least 14 days before the vote.

Article XV – Membership

Membership is open to any parent, guardian, family member, coach, or community member who supports the purpose of the Booster Club. Members in good standing are those who have paid any current dues set by the Board and are not subject to any disciplinary action. Each member in good standing is entitled to one vote. Members must be active for 30 days before voting, with exception to the first Board of Director election. The Board shall set any membership dues and the membership year. Membership shall be further defined in policy.

Article XVI – Finances and Fiscal Year

The fiscal year of the Booster Club shall run from August 1 through July 31. The Booster Club shall maintain a checking account in its name at a federally insured financial institution. Authorized signers shall include the President, Vice President, and Treasurer, with two signatures required on all checks and transfers. A debit card in the name of the Booster may be

used for purchases where checks are not accepted. ATM cash withdrawals shall be prohibited. Electronic purchases shall be documented monthly in account reconciliations and reporting. The Treasurer shall provide a written financial report at each regular meeting, an annual budget for membership vote by July 31 and an annual report at the close of the fiscal year. The Board may arrange for an annual review of the financial records by a committee of members who are not signers.

Article XVII – Conflict of Interest

Any officer or member who has a direct or indirect financial interest in a matter before the Booster Club shall disclose the interest and shall refrain from discussion and voting on the matter, except to answer questions.

Article XVIII – Relationship to the Schools and Governing Bodies

The Booster Club operates in support of, and in compliance with, the policies of the Matanuska-Susitna Borough School District (MSBSD), the rules of the Alaska School Activities Association (ASAA), and the policies of Houston High School and Houston Middle School. The Booster Club is not an agent of the school district and does not control school or athletic program decisions, which remain the responsibility of the coaches and school administration.

Article XIX – Non-Discrimination

The Booster Club shall not discriminate against any member, participant, or volunteer on the basis of race, color, national origin, sex, religion, age, or disability.

Article XX – Dissolution

Upon dissolution of the Booster Club, and after payment of all debts and obligations, any remaining assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to the wrestling program of Houston High School and/or Houston Middle School, or to the Matanuska-Susitna Borough School District for the benefit of its wrestling programs, and shall not benefit any private individual..

Article XXI – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Booster Club in all cases not addressed by these bylaws.

Adoption

These bylaws were adopted by the membership of the Houston Hawks Wrestling Booster Club, Inc. on August 5, 2026 in accordance with Resolution No. 2026-001.