

BYLAWS OF BASIS RICHARDSON BOOSTERS, INC

A Texas Non-Profit Corporation

ARTICLE I

Name, Purposes, Powers, Offices and Agent

Section 1.01. Name. The name of this corporation is the **BASIS Richardson Boosters, Inc** (the “Boosters”).

Section 1.02. Purposes. The Boosters is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”).

The Boosters is organized to further the resources necessary to assist the School with furthering educational resources, health and wellness, and learning experiences to the students, teachers, parents, administrators, and other community members affiliated with BASIS Richardson (the “School”) campus.

The Boosters may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code. Under no circumstances shall the Boosters make any distributions that are inconsistent with its purpose statement above.

Section 1.03. Powers. The Boosters is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code; provided, however, the Boosters shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxes as an organization described in Section 501(c)(3) of the Code. The Boosters shall be noncommercial, nonsectarian, and

nonpartisan. Nothing in these Bylaws shall authorize the Boosters to engage in political campaigning or activities inconsistent with its tax-exempt status.

In addition to the foregoing powers, and not in limitation thereof, the Board of Directors shall be further authorized to accept contributions and aid from the United States, the State of Texas and any person or corporation for the furtherance of the Boosters' Exempt Purposes. The Boosters is organized and shall be further authorized to accept, hold, invest, reinvest and administer any such gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate its assets and all income therefrom for, and to devote the same to, the Exempt Purposes of the Boosters.

Section 1.04. Principal Office. The principal office of the corporation in the State of Texas shall be located in Collin County. The corporation may have such other offices within or without the State of Texas as the affairs of the corporation may require from time to time.

Section 1.05. Registered Office and Registered Agent. The corporation shall have and shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may, but need not, be identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

Section 2.01. Membership. Membership in the Boosters shall be limited to parents, legal guardians, and grandparents, of children attending the School, teachers, and administrative officials of the School who subscribe to the objectives of the Boosters by payment of the published annual dues as set by the Board of Directors. Annual membership will be valid from July 1st through June 30th of each year.

In the event a member ceases to be a parent, legal guardian, or grandparent of a student attending the School, teacher or administrative official of the School, either voluntarily or by operation of law, such member's Membership shall automatically terminate and no refund of dues paid will be given.

Membership dues are non-transferable and non-refundable, regardless of a member's change in eligibility or participation during the membership year. There shall be no proration of dues for individuals who join after the start of the membership period.

The Board of Directors may, at its discretion, establish non-voting "associate" or "supporting" membership categories for other community members, donors, or stakeholders who wish to support the Boosters' purposes.

Section 2.02. Dues. The Board of Directors, from time to time, shall establish the annual dues which shall be payable by regular members of the corporation. Dues shall be due and payable upon application for membership.

Section 2.03. Meetings. A regular annual business meeting of members shall be held in the fall and spring of each year, upon a day to be designated by the Board of Directors. Special meetings may be called by the President or by the Board of Directors.

At all business meetings, five percent (5%) of the members shall constitute a quorum to transact any and all business. At each business meeting at which a quorum is present, the corporation may act by a majority of the members in attendance.

Section 2.04. Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers. The activities, property and affairs of the Boosters shall be managed by its Board of Directors, which may exercise all such powers of the Boosters and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these Bylaws. Only duly elected Directors have voting rights on corporate matters; committees and volunteers serve in an advisory or operational capacity only and do not vote with the Board.

Section 3.02. Number, Election, Term, and Qualifications.

(a) **Number.** The number of Directors of the Boosters shall be determined from time to time by resolution of the Board, provided the number of directors shall never be less than three (3). Provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

(b) **Election.** The Board of Directors shall be elected by the majority vote of its Members at a general election of the Booster membership.

(c) **Term.** All Officers and Directors shall be elected for one-year terms. Officers and Directors shall serve terms beginning July 1 and ending June 30 of the following year, consistent with the Boosters' membership year. A duly elected Officer or Director may serve no more than two (2) consecutive terms in the same position. After serving two consecutive terms, an Officer or Director must vacate that position for at least one year before seeking re-election to the same office.

(d) **Qualifications.** Must be a Member as required under these Bylaws. In the event a Director ceases to be a Member as required under these Bylaws, the Directorship shall immediately and automatically terminate.

Section 3.03. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once each year at such time and place as the President shall designate. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling the meeting may fix the time and place of the special meeting.

Section 3.05. Notices. Notice of any special meeting shall be given at least two (2) business days prior thereto by written notice delivered personally or sent by mail or e-mail to each Director at his or her address as shown by the records of the corporation. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the law.

Section 3.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.07. Manner of Action. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 3.08. Removal Any Director may be removed, with or without cause, by either:

- (a) a majority vote of the Members present at a meeting of Members called with at least ten (10) business days' written notice stating that removal of a Director is on the agenda; or

(b) a two-thirds (2/3) vote of the remaining Directors at a duly called Board meeting.

In the event of removal by the Board, the Members shall be notified within ten (10) business days.

Section 3.09. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 3.10 Compensation. Directors shall not receive any compensation for their services. The corporation, in the exclusive discretion of the Board of Directors, may reimburse Directors for the reasonable expenses incurred in the performance of their duties as Directors.

Section 3.11. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors consent in writing or by electronic transmission, and such consent is filed with the minutes.

ARTICLE IV

OFFICERS: POWERS AND DUTIES

Section 4.01. Officers and Board Composition. The elected Officers of the corporation — President, Vice President(s), Secretary, and Treasurer — shall constitute the Board of Directors of the corporation. The Officers shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be necessary for the efficient carrying out of the functions of the corporation, selected in accordance with this Article. Any person may hold no more than two (2) offices simultaneously, except that the offices of President and Secretary must be held by different individuals.

Section 4.02. President. The President shall preside at all meetings of the corporation and of the Board of Directors, shall assist in appointing all committees hereinafter designated, and shall perform such other duties as may be required by custom or the welfare of the corporation. Subject to the direction of the Board of Directors, the President may execute stock powers or take such other action as may be necessary to transfer or convert any stocks, stock options, bonds, or other rights or obligations in the treasury of the corporation, and may exercise all voting rights with respect to any securities so held.

Section 4.03. Vice Presidents. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, if any (or in the event there be more than one (1) Vice President, the Vice Presidents in order of their election), shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Directors, including serving as the Chairperson of any Committee to which he is appointed. In the event the corporation has no Vice President, the President shall designate another officer of the corporation to act in the President's place in the event of the President's absence or inability to act.

Section 4.04. Secretary. The Secretary shall ensure that the minutes of the meetings of the membership and the Board of Directors are kept in one or more books provided for that purpose; facilitate all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of such corporate records; certify all documents requiring such certification, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 4.05. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the members shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation into such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

The Treasurer shall make a statement of the accounts of the corporation at each annual meeting of the members and whenever requested to do so by the Board of Directors. In case of the absence or disability of the President, and subject to the direction of the Board of Directors, the Treasurer may execute stock powers or take such other action as may be necessary to transfer or convert any stocks, stock options, bonds, or other rights or obligations in the treasury of the corporation, and may exercise all voting rights with respect to any securities so held.

ARTICLE V

COMMITTEES

Section 5.01. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. The Board shall appoint the members of each such committee. Any member of a committee may be removed by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Boosters shall be served by such removal.

The Chair of each committee reports to one of the members of the Board, designated at the beginning of the term. Each Committee member and/or Chairperson shall be a Member of the Boosters. This would not preclude individuals from volunteering or helping committees in achieving their objectives.

No committee shall have the authority to amend or repeal the Bylaws, elect, appoint, or remove any member of the Board of Directors, approve budgets or expenditures not previously authorized by the Board, or dissolve the corporation. Committee members and chairs are not Directors by virtue of committee service and do not vote on Board business.

Section 5.02. Term of Office. Each member of a committee created pursuant to this Article shall be for a period of one year as defined by the Board or until such member's successor is appointed, unless the Board of Directors in creating the committee specifies a different term of

office, or unless the committee is sooner terminated, or unless such member is removed from such committee or shall cease to qualify as a member thereof.

Section 5.03. Vacancies. Vacancies in the membership of any committee created pursuant to this Article may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VI

FISCAL MANAGEMENT

Section 6.01. Depositories. The funds of the Boosters shall be deposited in such banks and depositories as determined by the Board of Directors from time to time, upon resolution approved by the Board of Directors, and shall be withdrawn only upon checks, electronic transfers, or other Board-approved methods of disbursement authorized and signed by the President, Treasurer, or other authorized signer of the Boosters. In no event shall the payee and the signer be the same person.

Section 6.02. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 6.03. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President.

Section 6.04. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 6.05. Inventory and Asset Management. The Boosters may acquire, store, and maintain physical assets such as merchandise, equipment, and supplies necessary for Booster-sponsored activities. The Board of Directors shall be responsible for adopting and overseeing reasonable procedures for tracking inventory, ensuring proper use, and maintaining accountability for all such assets.

When feasible, Booster-owned items may be stored at the School, subject to space availability and school policies. The Board may designate a Director, Committee Chair, or other responsible individual to maintain inventory records and report to the Board as needed.

Section 6.06. Educational Support and Teacher Fund Contributions. The Boosters may, in accordance with its exempt purposes, provide financial support for teacher initiatives, classroom resources, and student enrichment through educational support programs. These may include, but are not limited to, teacher mini-grants, curriculum-related supplies, and contributions to school-approved initiatives such as an annual teacher fund.

Section 6.07. Dividends Prohibited. No part of the net income of the Boosters shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Boosters shall be distributed to its Directors or officers.

Section 6.08. Loans to Officers and Directors Prohibited. No loans shall be made by the Boosters to its Directors. Any Directors voting for or assenting to the making of any loan to a Director which is prohibited by the Texas Business Organizations Code, and any officer participating in the making thereof, shall be jointly and severally liable to the Boosters for the amount of such loan until repayment thereof.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be from July 1st to June 30th.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and the committees.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

NONDISCRIMINATION AND ANTI-HARASSMENT POLICY

We strive for the corporation to be inclusive and welcoming for all members, guests, and other stakeholders. Discrimination and/or Harassment within the corporation based on race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, age, or genetic information (including family medical history) will not be tolerated. Members who believe they have experienced discrimination or harassment in connection with the corporation's activities may report this to a member of the Board of Directors as described in

these Bylaws. Confidentiality of the member and any supporting witness reporting, as well as information gathered, will be protected to the extent possible throughout the reporting and investigation process. The corporation will also take appropriate steps to protect any reporting member and witness from retaliation from members of the corporation Board for such a report. Reports will be investigated as promptly, thoroughly, and impartially as reasonably possible, with the final determination of any action being made by the Board of Directors at a specially called meeting.

ARTICLE XI

INDEMNIFICATION

The Boosters shall indemnify every Director and other Committee Member, his or her heirs, executors, and administrators, against all loss, cost and expenses, reasonably incurred by him or her in connection with any action, suit or proceeding to which he may be made a party, by reason of his or her being or having been a Director or Committee Member of the Boosters, including reasonable matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance.

However, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent.

The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Committee Member may be entitled.

ARTICLE XII

DISSOLUTION

In the event of the dissolution or winding up of the BASIS Richardson Boosters, all of the remaining assets and property of the corporation shall, after payment of necessary expenses

thereof, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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 of competent jurisdiction in the county in which the principal office of the organization 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 XIII

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XIV

RATIFICATION

Ratification and adoption by the corporation of the Bylaws will be deemed to have taken place when approved by a majority of the dues-paying members who vote at a meeting called for that purpose.

CERTIFICATE OF BYLAWS

The undersigned, Secretary of the BASIS Richardson Boosters, a Texas nonprofit corporation, hereby certifies that the foregoing Bylaws constitute the Bylaws of the corporation as duly adopted by the Board of Directors of such corporation as aforesaid on September 30, 2025.

/s/ Secretary

Secretary, BASIS Richardson Boosters, Inc