

BYLAWS

OF

Ambition Baton Club Boosters

a Texas Non-Profit Corporation

Effective as of March 18, 2026

AMBITION BATON CLUB BOOSTERS

Bylaws

These Bylaws (“**Bylaws**”), dated to be effective as of the 18 day of March, 2026, along with the Certificate of Formation of Ambition Baton Club Boosters organized under the Texas Non-Profit Corporation Law, shall be used to govern the affairs of the Corporation.

ARTICLE I

NAME, ORGANIZATION, OFFICES AND PURPOSES

1.01 Name. The name of the corporation (the “**Corporation**”) is Ambition Baton Club Boosters

1.02 Organization. The Corporation is incorporated in Texas as a non-membership, non-profit corporation that is organized and operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or the corresponding section of any future tax code (collectively, the “**Code**”).

1.03 Offices. The principal office of the Corporation shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Texas and within any jurisdiction in which it is doing business a registered agent whose business is identical with the registered office of the Corporation in that jurisdiction. The Board of Directors may from time to time as it sees fit change the Corporation’s registered agent and registered office in any jurisdiction.

1.04 Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to, supporting, organizing and operating a youth sports club. In furtherance of the foregoing purposes, the Corporation may engage in any lawful activities for which corporations may be operated under the Texas Non-Profit Corporation Law, part of the Texas Business Organizations Code (“**TNPCL**”), and which are not inconsistent with its status as an organization described in Section 501(c)(3) of the Code.

The purpose of the Club is to lend moral and financial support to designated baton twirling teams, to aid the personal development of each member of the team; to encourage, develop, and generate an interest in baton twirling and related activities in Texas; to develop within our youth a spirit of competitiveness combined with sense of good sportsmanship; and to foster national and international twirling competition. The purpose includes raising funds to aid team members and providing volunteers for program activities.

ARTICLE II NO MEMBERS

Membership

2.01 **Membership.** Membership in this organization is open to any person who is a parent, guardian, or adult relative of a child or children who take part in the program supported by the [Insert Booster Club Name], and who will uphold the policies of this organization and agree to its Bylaws. A maximum of one member shall be granted to each family unit, meaning a family unit is defined as one vote per household.

2.02 **Qualification.** Eligible persons shall become members by paying the prescribed membership dues per family per school year. Upon payment of such dues, a member shall be considered in good standing and be entitled to all rights and privileges of membership.

2.03 **Membership Drive.** An annual membership drive shall be conducted as early in the school year as possible, with other members accepted at any time.

2.04 **Dues.** Annual dues shall be assessed in such amounts as decided by a 2/3 majority of the members present at the organizational meeting for the upcoming year. Dues shall be payable at the beginning of each fiscal year or as families join the program.

ARTICLE III BOARD OF DIRECTORS

3.01 **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

3.02 **Number.** The number of Directors shall be determined from time to time by the Board of Directors, but shall not be less than three (3) nor more than ten (10). The initial number of Directors will be five.

3.03 **Initial Directors, Election and Term.** The initial Directors of the Corporation shall be those named in the Certificate of Formation filed with the Texas secretary of state. Directors shall be elected by the affirmative vote of a majority of the then incumbent Directors of the Corporation present at the annual meeting of the Board of Directors. Each Director shall hold office for a term of one (1) year and until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation, retirement, disqualification or removal from office.

3.04 Each state represented in the club is entitled to have a representative to serve on the Ambition Baton Club Booster Board of Directors. In addition, all Ambition Baton Club Coaches shall automatically serve on the Ambition Baton Club Booster Board.

3.05 **Removal.** A Director shall be removed as a Director upon the vote of at least two-thirds (2/3) of the other Directors present at a meeting at which a quorum is present whenever, in their judgment, the best interests of the Corporation would be served thereby, including but not limited to removal for conduct which reflects negatively on the purposes and/or activities of the

Corporation.

3.06 Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times each calendar year, at the principal office of the Corporation or such other place as the President may designate. The last meeting of each calendar year shall be designated as the annual meeting of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without any additional notice other than such resolution.

3.07 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 upon at least three (3) days' notice to all Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any such special meetings.

3.08 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.09 Manner of Acting. 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. Proxy voting shall not be permitted.

3.10 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 pursuant to the process stated in Section 3.10, below. A Director elected to fill a vacancy shall be elected for the unexpired term of each Director's predecessor in office.

3.11 Nomination. Unless otherwise determined by the Board of Directors, Directors shall be elected from the slate of candidates presented by the Nominating Committee to the members of the Board of Directors at least five (5) days prior to the date of the annual meeting. [The Nominating Committee shall consist of three (3) persons including the President who shall serve as the chairman of the Nominating Committee, and such other two (2) persons as the Board of Directors shall determine.] The Nominating Committee shall, receive, investigate, and select candidates for election to the Board of Directors. The number of such candidates shall be within the discretion of the Nominating Committee, but shall not be less than the number of Directors to be elected. The report of the Nominating Committee shall be made in writing by the chair of the Nominating Committee, or by a committee member acting on the chair's behalf, and submitted to the Board of Directors. Only those persons whose names are submitted to the Board of Directors by the Nominating Committee may be considered for election. No more than the number of Directors to be elected shall be elected.

ARTICLE IV COMMITTEES

4.01 Committees. The Board of Directors may designate one or more committees as may be necessary or advisable, and the duties of any such committee shall be prescribed by the Board

of Directors upon the designation of such committee. Any such committee shall be chaired by a voting member of the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is established and shall have no power to act except as specifically conferred by the action of the Board of Directors. Each committee shall include as members, individuals who are not members of the Board of Directors; provided, however, that at least a majority of the members of each such committee shall be Directors, and the chair of each such committee shall be a Director.

4.02 Election and Term of Office. The members of the committees described in this Article IV shall be appointed by the Board of Directors. Each member of a committee described in this Article IV shall continue as such until the next annual meeting of the Board of Directors of the Corporation or until such member's successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee.

4.03 Quorum and Voting. A majority of any committee described in this Article IV shall constitute a quorum, and the act of at least a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

4.04 Meetings. Meetings of any committee may be called by the President, the chair of the committee, or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings, and may adopt rules for its own governance not inconsistent with these Bylaws.

4.05 Vacancies. Any vacancy on any committee described in this Article IV shall be filled for the unexpired term of the former occupant in the same manner in which an initial appointment to such committee is made.

ARTICLE V NOTICES

5.01 Method of Notice. Any notice required to be given to any Director or committee member may be given in writing by hand delivery or electronic message transmission, or by mail, postage prepaid, addressed to such Director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at any time when the same shall be thus deposited in the United States mails, as aforesaid. A notice transmitted by electronic message is considered to be given when the electronic message is transmitted to an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

5.02 Waiver. Whenever any notice is required to be given under the provisions of the TNPCL, the Certificate of Formation or these Bylaws, 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. Attendance by such person or persons at any meeting, requiring notice shall constitute a waiver of notice of such meeting.

ARTICLE VI OFFICERS

6.01 Elected Officers. The elected officers of the Corporation shall include a President and a Secretary, and may include a Treasurer and other officers and assistant officers as considered necessary. All elected officers shall be members of the Board of Directors.

6.02 Election. All elected officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors in the year in which the terms of the then-serving elected officers are to conclude.

6.03 Two or More Offices. Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

6.04 Compensation. No members of the Corporation shall receive compensation for serving thereon.

6.05 Term of Office; Removal; Filling of Vacancies. Each elected officer shall hold office for such term as determined by the Board of Directors and until such officer's successor is chosen and elected, or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Any elected officer may be removed at any time by the Board of Directors whenever it, in its sole discretion, concludes that the interests of the Corporation will be served thereby. If the office of any elected officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. Each appointed officer shall hold office without necessity of periodic reappointment until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office. The other paid employees of the Corporation may be removed at any time by the President whenever he or she concludes, in his or her sole discretion, that the interests of the Corporation will be served thereby.

6.06 President. The President shall be the chief operating officer of the Corporation and shall be the chief administrator of the Corporation's programs, the chief supervisor of the staff and the Corporation's chief liaison with the community. The President is charged to make decisions on issues of board governance and linkage between the board and the staff within the board's policies to ensure that the board consistently follows its own rules and those legitimately imposed on it from outside the organization, is authorized to use any reasonable interpretation of the board's governance and linkage policies, is empowered to chair meetings with all of the commonly accepted powers of his/her position, and may represent the board to outside parties to announce board-stated positions and chair interpretations and decisions, but is not authorized to make decisions in lieu of the board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized, generally or specifically, to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by statute to some other officer or agent of the Corporation. The President shall preside when present at meetings of the Board of Directors, advice and counsel with the other officers of the Corporation, and perform such other duties as may be prescribed by the Board of Directors from time to time.

6.07 Secretary. The Secretary shall keep the minutes of meetings of the Board of Directors in one or more books provided for that purpose; issue all notices in accordance with the provisions of these Bylaws or as required by law; maintain custody of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to any documents required by law to be so sealed, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; maintain a register of the post office address of each Director which shall be furnished to the Secretary by each Director; 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 such officer by the President or by the Board of Directors.

6.08 Treasurer. The Treasurer, if one is so appointed, 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 in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors. Any or all of the duties of the Treasurer may be delegated to one or more appointive officers or employees of the Corporation upon the approval of such delegation by the Board of Directors. If no Treasurer is elected, then the President will be charged with the duties and responsibilities set forth in this Section 6.08.

ARTICLE VII FINANCIAL TRANSACTIONS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers 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.

7.02 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.

7.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trusts companies, or other depositories as the Board of Directors may select.

7.04 Gifts. The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. Prior to acceptance of any non-cash contribution, gift, bequest, or devise (other than marketable securities that are traded on a recognize securities exchange), the Board of Directors shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interest of the Corporation.

7.05 Conflicts of Interest. No contract, other than (a) a contract of employment between the Corporation and an employee of the Corporation who is an Insider (as defined in this Article) solely because of such person's status as an employee, or (b) a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind (including, but not limited to, a loan, lease, agreement of sale or purchase, pledge, guarantee, assumption of liability, bailment, or consignment), may be entered into by and between the Corporation and any of the following: (i) a Director, officer, committee member or employee of the Corporation (hereinafter an "**Insider**"); or (ii) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an "**Entity**") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (a) the transaction is approved in accordance with Section 22.230 of the TNPCL or any successor statute; and (b) if one or more of the parties to the contract or transaction is a "disqualified person" with respect to the Corporation within the meaning of Section 4958 of the Code or any successor statute, such transaction is reviewed and approved in accordance with the "rebuttable presumption safe harbor" provisions set forth in the regulations promulgated under Section 4958 of the Code or any successor statute.

7.06 Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or Directors. Any Directors voting for or assenting to the making of any loan to a Director or officer, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

ARTICLE VIII GENERAL PROVISIONS

8.01 Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

8.02 Limitations on Liability and Indemnification. Limitations on liability and indemnification of officers and Directors of the Corporation shall be as provided in the Corporation's Certificate of Formation.

8.03 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

8.04 Corporate Seal. The Corporation's seal, if any, shall be in such form as may be determined by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed on, affixed to, or in any manner reproduced upon instruments of any nature required to be executed by the officers of the Corporation.

8.05 Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee may, unless otherwise restricted by statute, by

the Certificate of Formation or by these Bylaws, participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communication concurrently with each other participant). Participation in a meeting pursuant to this Article shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

8.06 Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers. The Corporation may pay reasonable compensation for services rendered to the Corporation, and may reimburse its officers and Directors for reasonable expenses incurred on behalf of the Corporation.

8.07 Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

8.08 Severability. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

ARTICLE IX ACTIONS WITHOUT MEETINGS

Any action required or permitted to be taken at any meeting of Directors or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of Directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the Board of Directors or by a committee without a meeting by less than unanimous written consent shall be given to those Directors or committee members who did not consent in writing to the action. Every written consent signed by less than all the Directors or committee members entitled to vote with respect to the action that is the subject of the consent shall bear the date of signature of each person who signs the consent. No written consent signed by less than all the Directors or committee members entitled to vote with respect to the action that is the subject of the consent shall be effective to authorize such action unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by law, a consent or consents signed by not less than the minimum number of Directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of the Board of Directors and of committees are recorded. Delivery shall be by hand or registered mail, return receipt requested or shall be transmitted to the

Corporation by facsimile or electronic message to the Corporation's facsimile number or to the electronic message address provided by the Corporation for this purpose. Delivery to the Corporation's principal place of business shall be addressed to the Executive Director or principal executive officer of the Corporation. A telegram, telex, cablegram or similar transmission by a Director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Director or committee member, shall be regarded as signed by the Director or committee member for purposes of this Article.

ARTICLE X DISSOLUTION

In the event the corporation is dissolved, after all liabilities and obligations of the corporation are paid or provision is made therefor, the board of directors shall adopt a plan for the distribution of the remaining assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at that time have purposes similar to those of the corporation and which further the mission of the corporation, and which qualify as charitable organizations under section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the corporation is then located, exclusively for such purposes. No director or officer of the corporation and no private individual will be entitled to share in the distribution of any assets of the corporation in the event of its dissolution.

ARTICLE XI AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors by the affirmative vote of at least a majority of the number of the Directors then in office, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

The undersigned, being the duly elected and qualifying Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on March 18, 2026.

_____, Secretary