

## RESTATED BYLAWS

### OKEMOS ATHLETIC BOOSTERS CLUB

#### ARTICLE I - Name and Purpose

1. Name. The name of the Corporation shall be Okemos Athletic Boosters Club.
2. Purpose. The purposes for which the Corporation is organized are:
  - a. To promote athletic programs in the Okemos Public School System, with an emphasis on the athletic programs of Okemos High School.
  - b. To receive and administer funds for the Okemos Athletic Boosters Club.
  - c. To do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute ("the Code"), with all the powers conferred on nonprofit corporations by the laws of the State of Michigan, including all powers with respect to investment of funds.

#### ARTICLE II - Membership

1. Membership. Under the Michigan Nonprofit Corporation Act, a corporation organized upon a non-stock basis shall be organized upon either a membership basis or a directorship basis. This Corporation is organized on a membership basis.
2. Qualifications for Membership. Membership is open to all parents and other individuals over the age of 19 that are interested in the progress and development of the athletic programs of the Okemos Public School System.
3. Categories of Membership.
  - a. Board of Directors as Members. The Board of Directors shall be Members and shall –
    - i) be selected pursuant to Article III; and
    - ii) be entitled to vote and hold office.
  - b. Parent Representative/Team Liaison Member. The parents of each Okemos High School athletic team shall select one (1) parent representative for their athletic team;

Each parent representative shall be selected at the beginning of the athletic team's season and shall serve until another representative is

selected at the beginning of the next season;

Each parent representative shall be entitled to vote.

Each parent representative shall have the following responsibilities:

- i) Attend membership meetings;
- ii) Coordinate parents of their athletic team to participate in Booster activities including, but not limited to, volunteering for concessions; and
- iii) Serve as the liaison between their athletic team and the Boosters.

c. General Members. General Members are –

All parents and other individuals over the age of 19 that are interested in the progress and development of the athletic programs of the Okemos Public School System;

Encouraged to participate in all Booster activities including, but not limited to, attendance at Board and Member meetings; serve as a Board member or Parent Representative, participate in any other capacity at the discretion of the Board; and

Not voting Members.

4. Dues. There shall be no dues required for Membership.
5. Annual/Special Meetings. Annual/Special meetings of the Members may be called by the President, or by the President upon request of a majority of the then elected and qualified Board of Directors.
6. Notice of the Meeting. Notice of the time, place, and object of the meeting of Members shall be given not less than ten (10) days or more than sixty (60) days before the meeting. Notice will be given by any means determined by the Board of Directors to provide notice to the membership in a reasonable fashion.
7. Quorum. At any meeting of Members, voting Members equal to a majority of the number of Directors on the Board of Directors shall constitute a quorum for the transaction of business.

The voting Members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough voting Members to leave less than a quorum. A majority of the voting Members present may adjourn a meeting, whether or not a quorum is present.

### **ARTICLE III - Board of Directors**

1. Number, Term and Qualifications. The Board of Directors shall consist of as many members as the Board of Directors determine. Each member on the Board

of Directors shall serve a term of two (2) years or until his or her successor shall have been appointed and qualified or until his or her resignation or removal.

The previous President shall be an ex-officio member of the Board of Directors for one (1) year at the conclusion of his or her term as President. A Director shall be eligible for re-election.

2. Nominations and Elections.

a. Nominations. Nominations for the position of director or officer shall be made by a majority of the Board of Directors by the end of May in each fiscal year.

b. Elections. Elections for directors and officers shall be by the voting Members in a meeting held in June in each fiscal year. Results of the election shall be announced at the conclusion of the vote. Directors and officers shall assume office at the conclusion of the school year.

c. Athletic Director. The Okemos High School Athletic Director shall be a non-voting ex-officio member of the Board of Directors.

3. Duties of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The directors of the Corporation shall provide advice and historical perspective reflective of their experience.

4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and such places as a majority of the directors may determine. Regular meetings of the Board shall be held at least five (5) times a year.

5. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President. The President shall be required to call a special meeting upon written request by any director.

6. Notice of the Meeting. Written or verbal notice of the time, place, and object of the meeting of the Board of Directors shall be given to each Director, not less than five (5) days or more than thirty (30) days before the meeting.

7. Waiver. Attendance of a director at a meeting constitutes a waiver of notice of the meeting.

8. Quorum. A majority of the members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board.

9. Vacancies. A vacancy in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even if the remaining directors are less than a quorum of the Board, but only in accordance with the qualifications set forth in Section 1 above.

10. Resignation. A director may resign at any time by submitting a written resignation to the Board of Directors. The resignation is effective upon its receipt

by the Board of Directors or at a subsequent time specified in the notice of resignation.

11. Action Without a Meeting. Action may be taken by the Board of Directors without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing. The written consent shall be filed with the minutes or the proceedings of the Board.

#### **ARTICLE IV - Officers**

1. Officers. The officers of this Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors. All officers shall hold office for two (2) year, and until his/her successor is elected or appointed and qualified, or until his/her resignation or removal.

The Board may also appoint such other officers and agents as they shall deem necessary for the transaction of business of the Corporation. An officer shall be eligible for re-election. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, or the Articles of incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers.

2. Duties of Officers. The officers of the corporation shall be charged with such duties and authority as usually appertains to such offices in a corporation, except that said duties may be varied or added to by the Board.
3. Vacancies.
  - a. An officer may resign by written notice to the Board of Directors. The resignation is effective upon its receipt by the Board of Directors or at a subsequent time specified in the notice of resignation.
  - b. In case of death, incapacity or resignation of the President during his/her term of office, the vacancy shall be filled by the Vice President for the remainder of the unexpired term.
  - c. In case of death, incapacity or resignation of any other officer during his or her term of office, the vacancy shall be filled by the Board.
  - d. In the event of appointment as an officer to complete an interim term, said appointment shall not prohibit the appointed officer from seeking the same office at the next election.
4. Removal. An officer may be removed from office by a vote of a majority of the Directors then in office if he/she fails to fulfill requirements of office in accordance with the Bylaws.

#### **ARTICLE V - Administrative Provisions**

1. Fiscal Year. The fiscal year of the Corporation shall end on June 30.

2. Expenses. Expenses incurred by the officers of the Corporation may be reimbursed by the Treasurer if they are related to the Corporation and approved by the Board of Directors.
3. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation to such organization as specified by the Board of Directors that has been held to be exempt from federal income taxes under IRC Section 501(c)(3).
4. Indemnification. The Corporation shall indemnify, to the extent and in the manner permitted by the Michigan Nonprofit Corporation Act any person who is or was a director or officer of the Corporation for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being a director or officer. The Corporation may purchase and maintain insurance on behalf of any director or officer which insures against any such liability to the extent available and to the extent permitted by the Michigan Nonprofit Corporation Act.
5. Financial Institutions. The Corporation shall hold bank accounts at the financial institution determined by the Board of Directors.
6. Financial Arrangements. Any financial arrangements (contracts, purchases over \$200.00, agreements) which require monetary commitments from the Okemos Athletic Boosters Club must be reviewed and approved by the President and the Treasurer or their designees prior to the commitment being made. If an agreement is entered into without this approval the individual who entered into the agreement may be responsible for payment.
7. General Financial Policy. Consideration shall be given annually during the budgeting process to maintaining a then adequate reserve of funds to promote the stability of the Corporation.

#### **ARTICLE VI - Records and Inspection**

1. Accounts. The Corporation shall keep and maintain adequate and correct accounts of its business.
2. Inspection. The books of accounts of the Corporation shall be open to the inspection of any Member of the Corporation at reasonable business hours and upon reasonable notice.

#### **ARTICLE VII - Amendments**

1. Amendments. These Bylaws may be altered or amended by a majority vote of the Board of Directors.