

BYLAWS

OF

OGHS ATHLETIC BOOSTER CLUB  
(A Non-Profit Corporation)

## INDEX TO BYLAWS

ARTICLE I	OFFICES	<u>Page</u>	
	Section 1	Principal Office	1
	Section 2	Registered Office	1
	Section 3	Other Offices	1
ARTICLE II	PURPOSES		1
ARTICLE III	MEMBERSHIP		
	Section 1	Members	2
	Section 2	Termination of Membership	2
	Section 3	Place of Meetings	2
	Section 4	Annual Meetings	2
	Section 5	Special Meetings	2
	Section 6	Notice of Meetings	3
	Section 7	Waiver of Notice	3
	Section 8	Record Date	3
	Section 9	Voting and Quorum	4
	Section 10	Action without Meeting	4
	Section 11	Action by Written Consent	4
ARTICLE IV	DIRECTIORS		
	Section 1	General Powers	5
	Section 2	Number of Directors	5
	Section 3	Election of Directors	5
	Section 4	Term of Directors	5
	Section 5	Removal	5
	Section 6	Vacancies	6
	Section 7	Chairman	6
	Section 8	Compensation	6
	Section 9	Committees of the Board	6
ARTICLE V	MEETINGS OF DIRECTORS		
	Section 1	Regular Meetings	7
	Section 2	Special Meetings	7
	Section 3	Notice of Meetings	7
	Section 4	Waiver of Notice	7
	Section 5	Quorum	7
	Section 6	Manner of Acting	7
	Section 7	Presumption of Assent	7
	Section 8	Action without Meeting	8

ARTICLE VI	OFFICERS	
	Section 1	Number 8
	Section 2	Election and Term 8
	Section 3	Removal 8
	Section 4	Compensation 8
	Section 5	President 9
	Section 6	Vice-Presidents 9
	Section 7	Secretary 9
	Section 8	Secretary 9
	Section 9	Treasurer 9
	Section 10	Assistant Secretaries & Treasurers 10
	Section 11	Bonds 10
ARTICLE VII	CONTRACTS, LOANS, CHECKS, DRAFTS and DEPOSITS	
	Section 1	Contracts 10
	Section 2	Loans 10
	Section 3	Checks and Drafts 10
	Section 4	Deposits 10
ARTICLE VIII	GENERAL PROVISIONS	
	Section 1	Distributions 11
	Section 2	Seal 11
	Section 3	Fiscal Year 11
	Section 4	Amendments 11
ARTICLE IX	INDEMNIFICATION	12

BYLAWS  
OF  
OGHS ATHLETIC BOOSTER CLUB

ARTICLE I  
OFFICES

Section 1.

Principal Office: The Principal Office of the Corporation shall be located at such place as the Board of Directors may designate from time to time.

Section 2.

Registered Office: The registered office of the Corporation required by law to be maintained in State of North Carolina may be, but need not be, identical with the principal office.

Section 3.

Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE II  
PURPOSES

The purposes for which this corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation may engage in any lawful act or activity for which corporations may be organized under Chapter 55A of the General Statutes of the State of North Carolina. The Corporation is not formed for any pecuniary or financial gain and no part of the assets, income, or profits of the Corporation is distributable to, or inures to the benefit of, its Directors or officers except to the extent permitted under the United States Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene at any political campaign on behalf of any candidate for public office.

ARTICLE III  
MEMBERSHIP

Section 1.

Members: Any Person of good character who shares the values and objectives of the Corporation is eligible for membership. A person or a married couple shall become a Member upon the Corporation's acceptance of the applicable membership fee. The membership fee shall be determined from time to time in the discretion of the Board of Directors. Membership will begin upon payment of the fee and will continue for the remainder of the booster club activity year in which payment was made. The booster club activity year begins July 1<sup>st</sup> and ends June 30. The Corporation shall also have Lifetime Members. Lifetime Members shall pay the then current lifetime membership fee and a record of all such members shall be kept by the Corporation. Fees for any activity year are subject to change in the sole discretion of the Board of Directors without notice to the members.

Section 2.

Termination of Membership: A Member's membership shall be determined in the discretion of the Board of Directors for cause. Cause shall be determined by a two-thirds vote of the Board of Directors.

Section 3.

Place of Meetings: All meetings of Members, special, annual or regular, shall be held at the principal office of the Corporation, at Oak Grove high school, or at such other place as shall be designated in the notice of the meeting as the time stated in the notice. At annual and regular meetings, the Members shall consider and act upon such matters as may be raised consistent with the notice requirements of Section 6 below. The failure to hold an annual or regular meeting at a time stated in or affixed by the bylaws does not affect the validity of any corporate action.

Section 4.

Annual Meeting: Without notice, the annual meeting of the Members shall be held at 6:00PM on the third Monday of May of each year, if not a legal holiday, but if a legal holiday, then on the next day following not a legal holiday, for the purpose of electing Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 5.

Special Meetings: Special meetings of the Members may be called at any time by the President, secretary or Board of directors of the Corporation or, within, 30 days of a written request (signed, dated, and delivered to the Corporation's secretary), by any member or members holding at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at the special meeting of the members.

## Section 6.

Notice of Meetings: The Corporation shall give notice of meetings of Members by any means that is fair and reasonable and consistent with these bylaws. Notice is fair and reasonable if: 1) the Corporation gives notice to all Members entitled to vote at the meeting of the place, date and time of each annual, regular and special meeting of Members no fewer than 10, or if notice is mailed by other than first class, registered or certified mail, no fewer than 30, nor more than 60 days before the meeting date: 2) notice of an annual or regular meeting includes a description of any matter(s) that shall be approved by the members: 3) and notice of a special meeting includes a description of the matter(s) for which the meeting is called. Notice may also be given by the posting of such notice in a public and conspicuous place at Oak Grove High school. Other means of giving notice may also be fair and reasonable when all circumstances considered.

If an annual, regular or special meeting of the Members is adjourned to a different date, time, or place, notice need not be given of the new date, time or place if the new date, time or place, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting shall be given under this section to the members of record entitled to vote at the meeting as of the new record date.

When giving notice of an annual, regular or special meeting of Member, the Corporation shall give notice of a matter a member intends to raise at a meeting if: 1) requested in writing to do so by a person entitled to call a special meeting; and 2) the request is received by the Secretary or President at least 10 days before the Corporation gives notice of the meeting.

## Section 7.

Waiver of Notice: Any Member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Member, and delivered to the Corporation for the inclusion in the minutes or filing with the corporate records. A Member's attendance, at a meeting (a) waives objection to the lack of notice or defective notice of the meeting, unless at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.

## Section 8.

Record Date: The Board of Directors may fix a date as the record date for determining the Members entitled to notice of a Member's meeting. If no record date is fixed, Members at the close of business on the business day preceding the day in which notice is given are entitled to notice of the meeting. The Directors may fix or provide the manner for fixing a date as the record date for determining the Members entitled to vote at a Members' meeting. If no record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting. A record date shall not be more than 70 days before the meeting or action for which a determination of Members is required.

A determination of Members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new date for determining the right to notice or the right to vote, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

#### Section 9.

Voting and Quorum: Each Member household shall have one vote. A Member household may vote in person or by proxy executed in writing by the Member's duly authorized attorney in fact. No proxy shall be valid after 11 months after its execution, unless otherwise provided in the proxy.

Five Members represented in person or by proxy constitute a quorum for the transaction of any business of the members. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by the Non-Profit Corporation Act, the charter or these Bylaws. Once a vote is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new date is set or must be set for the adjourned meeting.

#### Section 10.

Action Without Meeting: Any action which may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the Corporation in order to be counted. A written ballot once submitted shall not be revoked.

#### Section 11.

Action By Written Consent: Action required or permitted to be taken at a meeting of Members may be taken without a meeting if the action is taken by all Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed before or after such action by all Members entitled to vote thereon, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE IV  
DIRECTORS

Section 1.

General Powers: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors or by such Executive Committees as the Board may establish pursuant to these Bylaws, and all Corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2.

Number of Directors: The number of persons constituting the Board of Directors shall be from four to eleven as determined by the Directors.

Section 3.

Election of Directors: Except as provided in Section 6 of this Article or as otherwise provided in the Articles of Incorporation, the Directors shall be elected by the Members at the annual meeting by a plurality of the votes cast, and those persons receiving the highest number of votes shall be deemed to have been elected. Each person to be on Board of Directors ballot must have all membership fees paid prior to the election.

Section 4.

Term of Directors: Each initial Director shall hold office until the first Member's meeting at which Directors are elected, or until such Director's death, resignation, or removal. The term of every other Director shall expire at the next annual Member's meeting following the Director's election or upon such Director's death, resignation, or removal. The term of a Director elected to fill a vacancy expires at the next annual meeting at which Directors are elected. A decrease in the number of Directors does not shorten an incumbent Director's term. Despite the expiration of a Director's term, such Director shall continue to serve until a successor shall be elected and qualified or until there is a decrease in the number of Directors.

Section 5.

Removal: The Members may remove one or more Directors elected by them with or without cause unless the Articles of Incorporation provide that Directors may be removed only for cause. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors.

A Director elected by Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

A majority of the Directors then in office or such greater number as is set forth in the Article of Incorporation or Bylaws may, subject to any limitation in the Articles of incorporation or Bylaws, remove any Director elected by the Board of Directors; provided however, that a Director elected by

Section 6.  
Vacancies:

Section 7.  
Chairman:

Section 8.  
Compensation:

Section 9.  
Committees of the Board:

ARTICLE V  
MEETINGS OF DIRECTORS

Section 1.

Regular Meetings: A regular meeting of the Board of Directors shall be held on the third Monday of each Month at 6:00PM at Oak Grove High School. The annual meeting of the Directors shall be held immediately after, and at the same place as, the annual meeting of Members. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2.

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, if any, the President, or twenty percent of the Directors then in office.

Section 3.

Notice of Meetings: Regular and annual meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the Directors to a later time without further notice.

Section 4.

Waiver of Notice: Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waived any required notice of such meeting unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.

Quorum: A majority of the number of Directors fixed by the se Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is fixed, the number of Directors in office immediately before the meeting begins shall constitute a quorum.

Section 6.

Manner of Acting: Except as otherwise provided in these Bylaws, the affirmative vote 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. The vote of a majority of the number of Directors fixed by these Bylaws shall be required to adopt a resolution constituting an executive committee.

Section 7.

Presumption of Assent: A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is deemed to have assented to the action taken unless

(a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or to transacting business at the meeting, or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Director who votes in favor of the action taken.

#### Section 8.

Action without Meeting: Action of the Board of Directors may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by one or more written consents signed by each Director, before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Such action is effective when the last Director signs the consent, unless the consent specifies a different effective date.

## ARTICLE VI OFFICERS

#### Section 1.

Number: The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other Officers as the Board of Directors may from time to time elect or as otherwise provided herein. Any two or more offices may be held by the same person, except the offices of President and Secretary, and no Officer may act in more than one capacity where action of two or more Officers is required. Whenever a specific office is referred to, it shall be deemed to include any person who, individually or collectively with one or more persons, holds or occupies such office.

#### Section 2.

Election and Term: The Officers of the Corporation shall be elected or appointed by the Board of Directors or by a duly elected officer authorized by the Board of Directors to appoint in writing one or more officers or assistant officers. Such elections may be held at any regular or special meeting of the Board of Directors. Each Officer shall hold office until death, resignation, retirement, removal, disqualification, or such Officer's successor is elected and qualified.

#### Section 3.

Removal: Any Officer or agent elected or appointed by the Board of Directors or another Officer may be removed by the Board of Directors with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### Section 4.

Resignation: An Officer may resign at any time by communicating his resignation to the Corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Corporation, the

Board of Directors may fill the pending vacancy before the effective date if the Directors provide that

8

the successor does not take office until the effective date. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer.

Section 5.

Compensation: No Officer of the Corporation shall receive any compensation, and no Officer shall serve the Corporation in any other capacity and receive compensation therefore unless such additional compensation shall be duly authorized.

Section 6.

President: The President shall be the principal executive Officer of the Corporation and, subject to the direction of the Corporation in accordance with these Bylaws and the authority and duties prescribed by the Board of Directors. The President shall: (a) when present, preside at all meetings of Members; (b) sign, with any other proper Officer authorized by the Board of Directors, and deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be delegated by the Board of Directors to some other Officer or agent; and (c) in general, perform all duties incident to the office of President and as may be prescribed by the Board of Directors from time to time.

Section 7.

Vice-Presidents: The Vice-Presidents, in the order of their election unless otherwise determined by the Board of Directors, shall, in the absence, death, or disability of or refusal to act by the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 8.

Secretary: The Secretary shall: (a) keep accurate records of the acts and proceedings of all meetings of members, Directors and committees; (b) give all notices required by law and by these Bylaws; (c) have general charge of the corporate books and records and the corporate seal; (d) affix the corporate seal(s) to any lawfully executed instrument requiring in; (e) keep at the principal office of the Corporation a record of Members showing the name and address of each Member; (f) sign such lawful instruments requiring the Secretary's signature; and , (g) perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the President or by the Board of Directors. The Secretary may, by written appointment placed in the Corporation's Minute Book, appoint an Assistant Secretary who, in the absence of the Secretary, can act as Secretary for such period of time as is designated in the written appointment.

Section 9.

Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article VII of these Bylaws; (c) maintain appropriate accounting records as required by law; (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors. The financial statements shall be kept available for inspection by any member for a period of ten years.

Section 10.

Assistant Secretaries and Treasurers: The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors.

Section 11.

Bonds: The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to give Bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII  
CONTRACTS, LOANS, CHECKS, DRAFTS, AND DEPOSITS

Section 1.

Contracts: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2.

Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts: All checks, drafts or other orders for the payment of money 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.

Section 4.

Deposits: All funds of the Corporation not otherwise employees shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

10  
ARTICLE VIII  
GENERAL PROVISIONS

Section 1.

Distributions: The Board of Directors may from time to time authorize, and the Corporation may grant, distributions to any entity that is exempt under Section 501(c)(3) of the Internal Revenue Code, or that is organized exclusively for one or more purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section and that upon dissolution shall distribute its assets to a charitable or religious corporation, the United States, a state or entity that is exempt under said section of the Internal Revenue Code; and any corporation other than a charitable or religious corporation may make distributions to any domestic or foreign corporation or to purchase its memberships.

The Corporation shall not make any distribution if at the time or as a result of the distribution, the Corporation would not be able to pay its debts as they become due in the usual course of business or the Corporations total assets would be less than the sum of its total liabilities.

Section 2.

Seal: The corporate seal of the Corporation shall consist of any mark adopted by the Corporation through its Officers as its seal. Such seal is hereby adopted and it may be altered and any facsimile of it or any other reproduction of it shall constitute the corporate seal of the Corporation.

Section 3.

Fiscal Year: Unless otherwise designated by the Board of Directors, the fiscal year of the Corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

Section 4.

Amendments: Except as otherwise provided herein, in the Articles of Incorporation, or by law, these Bylaws may be amended or repealed and new Bylaws must be approved by the Board of Directors or in lieu thereof in writing by the number or proportion of Members entitled to call a special meeting, by the Members by a majority of the votes entitles to be cast on the amendment, and in writing by any person or persons whose approval is required by the Articles of Incorporation. The Members entitled to vote thereon may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or any other basis.

11  
ARTICLE IX  
INDEMNIFICATION

As allowed by the North Carolina Non-profit Corporation Act of the General Statutes of North Carolina 55A-8-57(a) and subject to the limitations set forth in 55-A8-51(a) and (d), now in effect or as amended, any person who at any time serves or has served as a Director or Officer of the Corporation, or who, while serving as a Director or Officer of the Corporation, serves or has served, at the request of the Corporation, as a Director, Officer, parent, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, may, in the sole discretion of the Board of Directors, be indemnified by the Corporation for (a) reasonable expenses, including attorney's fees, incurred by such Director in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold such Director liable by reason of the fact that such Director is or was acting in such capacity, and (b) reasonable payments made by such Director in satisfaction of any judgement, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which such Director may have become liable in any such action, suit, or proceeding.

The Corporation may take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification allowed by this Bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such Director. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the Corporation for any decision to indemnify.

Indemnification under this provision may be allowed regardless of when such indemnifiable status existed or activity occurred and regardless of whether or not the person involved is an officer or Director of the Corporation at the time indemnification is sought or obtained.

This provision for indemnification is in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the North Carolina Non-Profit Corporation Act or permitted thereby and duly adopted by the Corporation in accordance therewith.

