

**BYLAWS**  
**OF**  
**OHIO COUNTY EAGLES BOOSTER, INC.**

A Kentucky Non-Stock, Non-Profit Corporation

**ARTICLE I**

*PURPOSE*

The Ohio County Eagles Booster, Inc., a Kentucky Non-Stock, Non-Profit Corporation ("Corporation"), is formed for the purposes set forth in Article II of the Articles of Incorporation as now stated and which are filed in Miscellaneous Book 57, Page 726, in the Office of the Ohio County Clerk.

**ARTICLE II**

*OFFICES*

Corporation's principal office shall be at 315 East Union Street, Hartford, Ohio County, Kentucky. Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or outside the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine as the business of the Corporation may require.

**ARTICLE III**

*MEMBERS*

Section 1. Members. The Corporation shall be a membership corporation. The charter members of this Corporation shall be identified in the first annual meeting of the Members on Monday, May 7, 2007. Each Member shall be entitled to one vote at the annual meeting. Membership shall consist of various booster clubs for any sport or activity as this Corporation shall allow to become Members. Members shall pay such dues, if ever required,

as established from time to time by the Board of Directors. Members shall remain Members until they resign, are removed for failure to pay dues, if ever required, or otherwise terminated by the Board of Directors, either with or without cause.

The annual meeting for election of the Board of Directors and the transaction of such other business as may properly come before the Members shall be held at the principal office of the Corporation as designated herein or at such place within or outside the Commonwealth of Kentucky, as shall be set forth in the Notice of Meeting hereafter identified. The meeting shall be held on the first Monday in May of every year between the hours of 8:00 a.m. and 9:00 p.m., prevailing local time, or at any other date or time as determined from year to year by the Board of Directors.

Each Member shall select one Delegate to be the representative of that Member for the year at the annual meeting and shall notify the Secretary of such designation. Delegates shall specifically represent the Member at the annual meeting for election of directors and for any other business matters and at any special meeting of the Members.

Section 2. Removal of Members. Members may be removed either with or without cause, at any time, by vote of the Members representing 75% of the votes entitled to be cast by the Members at any annual meeting or Special Meeting of the Members called for that purpose, if it appears, in their judgment, the best interests of the Corporation will be served thereby. If a Special Meeting of the Members shall be called for the purpose of removing a Member, then such Notice of the Special Meeting shall state that the purpose, or one or more of the purposes, of the Meeting is the removal of the Member.

Section 3. Notice. The Secretary, or the Secretary's designate, shall give notice of all Annual and Special Meetings of the Members no fewer than ten (10) nor more than sixty (60) days before the date of such Meeting to each Member's Delegate entitled to vote at such Meeting. The notice of the Annual Meeting shall state the place, date and hour of the Meeting. Notices for Special Meetings, in addition to the date, place and hour of the

meeting, shall include a description of the purpose or purposes for which the Meeting is called. Such notice shall be in writing addressed to each Delegate entitled to vote at such meeting and transmitted by regular United States mail to the address of the Delegate as it appears on the records of the Corporation, which shall be irrefutably presumed to be correct unless such Member or Delegate shall have filed with the Secretary of the Corporation a written Notice of Change of Address or Delegate. Any and all Notices for Annual or Special meetings may be waived by any Delegate by submitting a signed Waiver either before or after the Meeting, or by attendance at the Meeting unless, the Delegate at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 4. Special Meetings. Special Meetings of the Members may be called at any time by the President, a majority of the Directors or by Members having at least 1/3 of all votes entitled to be cast on the issue to be considered at the proposed Special Meeting, provided that such Member's Delegate sign, date and deliver to the Corporate Secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. Within ten (10) days thereafter, the Board of Directors shall fix a date, time and place for such meeting, either within or outside the Commonwealth of Kentucky, and shall give notice of such meeting in accordance with these Bylaws. Only business within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a Special Meeting of the Members.

Section 5. Quorum. The presence, in person or by proxy, of Member's Delegates holding one-half (1/2) or more of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum for the transaction of business at all Meetings of the Members.

Section 6. Voting. Members' Delegates entitled to vote at a Meeting may vote at such Meeting in person or by proxy. Each Member Delegate shall be entitled to one (1) vote on each matter voted on at a meeting. Notwithstanding the foregoing, at the Members'

meeting to elect Directors, each Member's Delegate is entitled to vote at such election shall have the right to cast as many votes in the aggregate as it shall be entitled to vote multiplied by the number of directors to be elected at such election; each member may cast the whole number of votes for one (1) candidate, or distribute such votes among two (2) or more candidates.

Section 7. Proxies. A Member may appoint, other than its Delegate, a proxy to vote or otherwise act for it by signing an appointment form either personally or by its attorney-in-fact. A telegram or cablegram appearing to have been transmitted by the proper person, or a photographic, photostatic, or equivalent reproduction of a writing appointing a proxy shall be deemed to be a sufficient, signed appointment form. Appointment of a proxy shall be effective when the appointment form is received by the Secretary of the Corporation. An appointment shall be valid for eleven (11) months unless a longer period is expressly provided in the appointment form. An appointment of a proxy shall be revocable by the Member.

Section 8. Checking accounts. It is understood that each Member has and is retaining and otherwise handling their own separate checking accounts. Each Member agrees that they shall require two individuals to sign all checks, documents, contracts and any other binding matters that effect their own booster club. Further, each Member hereby agrees to inform this Corporation of the names of those individuals who may sign on that Booster Club's/Member's behalf. In no way shall the aforementioned Member checking accounts be charged with or be responsible for any debts or liabilities of this Corporation.

It is understood that the President and Secretary are only signing checks, contracts, deeds and other legal matters identified in Article V of these By-laws for and on behalf of this Corporation and not as to any Member's own checking accounts.

## **ARTICLE IV**

### *DIRECTORS*

Section 1. Number and Qualifications. The Board of Directors shall consist of not less than three (3) persons nor more than eight (8) persons. The initial Board will consist of eight (8) Directors, which may be changed at any annual Meeting of the Members. In order for the number of Board of Directors to change 75% of the Members must vote for the change.

Section 2. Term of Office. The term of each Director shall be until the next Annual Meeting of the Members and until his or her successor is elected and qualifies.

Section 3. Duties and Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of, the Corporation managed under the direction of the Board of Directors. The Directors shall in all cases transact the business of the Corporation by a majority present at the Meeting.

Section 4. Meetings. The Board of Directors shall meet as necessary for the election or appointment of officers and for the transaction of the business of the Corporation. Regular Meetings of the Board of Directors shall be held at such times as the Board of Directors may from time to time determine.

Special Meetings of the Board of Directors may be called by the President, Chairman of the Board or upon written request of fifty percent (50%) of the total number of Directors. The Secretary, or the Secretary's designate, shall give notice of such meeting no more than ten (10) days after receipt of such request.

Section 5. Notice of Meetings. No notice need be given of any Regular Meeting of the Board of Directors. Notice of Special Meetings shall be served upon each Director in person or by mail addressed to the Director at his or her last known address, at least five (5) days prior to the date of such Meeting. The notice shall contain the date, time, place and purpose of the Special Meeting.

Section 6. Place of Meeting. The Board of Directors shall hold its Regular and Special Meetings at such place as may be designated in a notice of such meeting.

Section 7. Waiver of Notice of Meetings. A Director may waive any Notice of such Meeting as required by these Bylaws before or after the date and time of the Meeting stated in the Notice. The Waiver shall be in writing signed by the Director entitled to the Notice, and filed with the Minutes of such Meetings. A Director's attendance at or participation in a Meeting shall waive any required notice to him or her of the Meeting, unless the Director at the beginning of the Meeting (or promptly upon his or her arrival) objects to holding the Meeting or transacting business at the Meeting and does not thereafter vote for or assent to action taken at the Meeting.

Section 8. Quorum. At any Meeting of the Board of Directors, the presence of a majority of the elected and qualified members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Section 9. Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

Section 10. Vacancies. Any vacancy occurring on the Board of Directors, for whatever reason, shall be filled promptly at the next meeting of the Board of Directors. The vacancy for the unexpired term shall be filled by a majority vote of all of the remaining Directors. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

Section 11. Removal of Directors. Any Director may be removed either with or without cause, at any time, by a vote of the Members representing 75% of the votes entitled to be cast by the Members at any Special Meeting of the Membership called for that purpose, or at the Annual Meeting of the Members, if it appears, in their judgment, the best interests of the Corporation will be served thereby. If a Special Meeting of the Members

shall be called for the purpose of removing a Director, then such Notice of the Special Meeting shall state that the purpose, or one or more of the purposes, of the Meeting is the removal of the Director.

At times a Director may be a coach of a sports or activity team whose booster club is a Member of this Corporation. It is understood that should any coach who is a Director of this Corporation, ever be terminated or resigns, then he or she shall be replaced as soon as possible by the Board of Directors. A coach who is a Director and who is fired or terminated shall not be allowed to act on behalf of the Corporation at the time or at anytime thereafter his resignation or termination.

Section 12. Resignation. A Director may resign at any time, by delivering a written Notice to the Board of Directors, its President or to the Corporation. A resignation shall be effective when the Notice is delivered unless the Notice specifies a later effective date.

## **ARTICLE V**

### *OFFICERS*

Section 1. Officers and Qualifications. The officers of the Corporation shall be a President, a Vice President/President Elect, a Secretary and a Treasurer, and such other officers as the Board of Directors may prescribe from time to time. All candidates for officers must be an individual from any Member in good standing of this Corporation. Also, in order to be a qualified candidate, the person must have been either: (a) nominated by the Board of Directors; or (b) nominated by the Members. The duties of each of the respective officers of the Corporation are set forth in these Bylaws.

Section 2. Election. All officers of the Corporation shall be elected by the Membership of the Corporation at its Annual Meeting of the Membership.

Section 3. Terms of Officers. The President shall serve a one-year term. The Vice President/President Elect shall serve a one-year term and shall then become the President. The Treasurer shall serve a two-year term. The Secretary shall serve a two-year term.

Section 4. Removal of Officers. Any officer may be removed either with or without cause by the vote of the majority of the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The Directors may specify a date upon which removal shall become effective or in the absence of any date, the removal shall become effective when the successor of the officer has been elected and qualified.

At times a Director may be a coach of a sports or activity team whose booster club is a Member of this Corporation. It is understood that should any coach who is a Director of this Corporation, ever be terminated or resigns, then he or she shall be replaced as soon as possible by the Board of Directors. A coach who is a Director and who is fired or terminated shall not be allowed to act on behalf of the Corporation at the time or at anytime thereafter his resignation or termination.

Section 5. Duties of Officers. Each officer shall have the authority and shall perform the duties as follows:

*PRESIDENT*

The President shall be the chief executive officer of the Corporation. In general, the President shall supervise and control all of the business and affairs of the Corporation, including but not limited to, the authority to employ and discharge all employees, if any, and shall fix and prescribe their duties, all as may be required or deemed advisable for the conduct of the business of the Corporation. The President shall, when present, preside at all Meetings of the Membership and shall act as Chairman of the Board of Directors, whether or not he or she is a member of the Board of Directors. If not a Member of the Board of Directors, the President shall have no voting rights on actions taken by the Board of Directors. The President may sign certificates evidencing Membership in the Corporation and, with the Secretary or any other proper officer of the Corporation, authorized by the Board of Directors, sign deeds, mortgages, bonds, contracts, checks, drafts, obligations of the Corporation, United States Government or other bonds, all other securities of every kind



for the Corporation or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Corporation. The President shall perform all duties incident to a chief executive officer and such other duties and responsibilities as from time to time prescribed by the Board of Directors. The President shall appoint such special committees as the Board of Directors deems necessary to the efficient operation of the corporation. When a term expires or a vacancy occurs in an appointed office, the President shall recommend to the Board of Directors a suitable candidate for that office; this candidate shall assume those duties after confirmation by the Board of Directors.

#### *VICE-PRESIDENT/PRESIDENT ELECT*

The Vice-President/President Elect shall, in the case of absence or disability of the President, act as President and shall perform such other duties as may be assigned by the Board of Directors or the President. Following the expiration of the one-year term of the Vice-President/President Elect, said officer shall become the President.

#### *SECRETARY*

The Secretary shall keep the Minutes of the Meetings of the Board of Directors and of the Members, shall attend to the giving of Notice of Meetings of the Board of Directors and of Members as required by these Bylaws and to be responsible for the authenticating of records of the Corporation. In addition to the foregoing, the Secretary shall perform such other duties and responsibilities as from time to time prescribed by the Board of Directors. The Secretary shall maintain files of correspondence and all official documents.

#### *TREASURER*

The Treasurer of the Corporation shall be itself chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

a. To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Corporation.

b. To have the care and custody of the funds and valuables of the Corporation and deposit the same in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate.

c. To maintain accurate lists and descriptions of all capital assets of the Corporation, including land and buildings.

d. To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Corporation, and to sign such instruments.

e. To disburse the funds of the Corporation for proper expenses and to keep records thereof.

f. To render to the President and Secretary or to the Board of Directors, whenever they may require, an account of all his or her transactions as Treasurer, and a financial statement in a form satisfactory to them, showing the financial condition of the Corporation.

In addition to the foregoing, the Treasurer shall have such powers, duties and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President or the Board of Directors from time to time.

## **ARTICLE VI**

### *INDEMNIFICATION OF OFFICERS AND DIRECTORS*

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation or of

a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the corporation to the fullest extent authorized by Kentucky law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such rights shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service as or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

## **ARTICLE VII**

### **COMMITTEES**

Section 1. Standing Committees. Each Member shall be identified by their respective sport or activity. As used in this Article, the Member will have a committee oversee that the following requirements are met.

The following shall be considered the initial Members identified by their committees: Football, Girls Soccer, Boys Soccer, Volleyball, Tennis, Cheerleading, Golf, Girls Basketball, Boys Basketball, Swimming, Track, Softball, Baseball, Band, Wrestling, and Cross Country.

Section 2. Duties of Committees. Committees shall assess the needs of the activity that they oversee, shall develop and institute fundraisers, shall account for the funds that they collect, and shall submit statements to the Board of Directors of the needs of the activity they oversee on an annual or more frequent basis, and shall otherwise cooperate with requests of the Board of Directors and any other reporting requirements. Purchasing requirements for each committee is at their own discretion.

It is understood that each Member and/or Committee is allowed to continue to maintain their own banking or checking accounts. The Members and/or Committee shall only account for the funds they collect.

## **ARTICLE VIII**

### **RELATIONSHIP WITH SCHOOL**

It is hereby agreed and understood that this Corporation and its Members are totally free of and independent from the Ohio County Board of Education and/or any Ohio County public school and that in no way do any of the agents, servants, employees, members, officers or any other representative or the entities themselves speak on behalf or act for the Ohio County Board of Education and/or any Ohio County public school.

**ARTICLE IX**

*EVIDENCE OF MEMBERSHIP*

Section 1. Certificates. Membership in the Corporation shall not be represented by certificates.

**ARTICLE X**

*SEAL OF THE CORPORATION*

Section 1. Corporate Seal. The Board of Directors has the power, if it so elects, to establish a seal for the Corporation. The presence or absence of a seal on or from a writing shall neither add or nor detract from the legality thereof nor effect its validity in any manner or respect.

**ARTICLE XI**

*MISCELLANEOUS*

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 in the name of and on behalf of the Corporation by vote of the Membership, and such authority may be general or confined to specific instances.

**ARTICLE XII**

*AMENDMENTS*

Section 1. Amendments. These Bylaws may be altered, amended, repealed or restated by a majority of the Members of the Corporation.

**ARTICLE XIII**

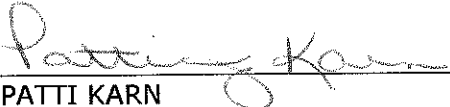
*ORGANIZATIONAL RULES*

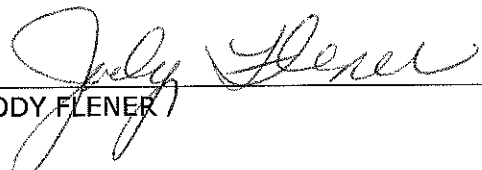
Section 1. Standard Authority. The rules in the latest edition of Robert's Rules of Order Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the Articles and Bylaws of the corporation or applicable provisions of the Kentucky Revised Statutes.

Approved by Initial Board of Directors, this the 25 day of May,

2007.

  
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LINDA COX

  
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PATTI KARN

  
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JODY FLENER