

BY-LAWS
OF
FARGO DAVIES BOOSTER CLUB

Revised 3/20/2019

Article I

OFFICES

1.1 The principle office of the Fargo Davies Booster Club (hereinafter the “Booster Club”) shall be located in the City of Fargo, County of Cass, State of North Dakota, and the Booster Club may conduct business at other locations, either inside or outside the State of North Dakota, as the Board of Directors may designate or as the business of the Booster Club may require.

Article II

PURPOSE, OBJECTIVE and ORGANIZATION

2.1 The bylaws set forth the provisions for the regulation and management of the affairs of the Booster Club.

2.2 The objective of the Booster Club is to support all Fargo Davies High School activities by:

2.2.1 Promoting activities of Fargo Davies High School.

2.2.2 Promoting the spirit of friendship and sportsmanship in such activities.

2.2.3 Encouraging parent and community participation in such activities.

2.2.4 Promoting a positive school spirit and culture.

2.2.5 Assisting in the funding of the aforementioned activities.

2.2.6 Having equitable representation of all activities and geographical areas of Davies High School.

2.3 Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III

MEMBERSHIP

3.1 One class of membership:

3.1.1 General Members: Otherwise referred to as “members,” which shall constitute the general membership of the Booster Club.

- Each member shall be 18 years of age or older,

- Each member must pay annual membership dues and shall thereupon be entered

in the membership roll. Membership levels/dues shall be determined by the Membership Committee and approved by a majority vote of the Booster Club Board of Directors.

- A majority vote of the officers has the authority to grant general membership.

3.1.2 Members in Good Standing.

- Only members who have paid annual dues are considered in good standing and therefore eligible to vote and be elected to the Board of Directors.
- Members may join the Booster Club at any time during the year however, full annual dues must be paid to be considered in good standing.

3.2 Membership Year. The membership year shall be from September 1 through the following August 31.

3.3 Liability of Members. The Members shall not be personally liable for the debts, liabilities or obligations of the Booster Club.

3.4 Annual Members Meeting: The May meeting of each year shall constitute the Annual Members Meeting where the members shall submit nominations to fill the open vacancies on the Board of Directors, receive reports, review By-Laws, and for the transaction of such business as may come before the meeting.

3.4.1 The Membership shall receive at the Annual Meeting, a report by the President, or designee, which includes: 1) the condition of the Booster Club, 2) a general summary of the funds received and expended for the previous year, and 3) amount of funds currently held in the Booster Club.

3.4.2 The Membership shall have the right to vote for each opening to be filled on the Board of Directors.

3.5 Special Meetings: Special meetings of all members may be called at any time and for any purpose or purposes by any officer or director upon at least three (3) business days notice to the members of the time, place and purpose of such special meeting.

3.6 Notice of Meetings: Three (3) business days' notice by the Communication Committee, shall be deemed proper notice given to each member of the time and place of each meeting of the Board.

Article IV

BOARD OF DIRECTORS

4.1 Terms: Directors shall be elected at the Annual Meeting of the members of the Booster Club, or at a special meeting called for such purpose. An elected director shall be elected to hold office for three (3) years and shall not hold more than two (2) consecutive terms. Director terms shall begin upon election and shall serve until a successor takes office.

4.2 Number-Qualification: The business of the Booster Club shall be managed by a Board of

Directors. The number of Directors which shall constitute the whole Board shall be not less than twelve (12) members or more than twenty-five (25) members. Any general member in good standing can serve on the Board of Directors.

4.2.1 The Activities Director of Fargo Davies High School shall be considered an ex-officio non-voting member of the Board of Directors.

4.3 Vacancies:

4.3.1 In the event or at anytime that the Board of Directors is less than the maximum twenty five (25) Directors, the current Directors may elect a member in good standing to become a Director. The new Director's term shall begin as if elected at the most recent Annual Members Meeting and consist of a three year term.

4.3.2 If any member of the Board shall resign, die, becomes disqualified or refuses to act as a Director during his/her term of office, a successor shall be appointed by the remaining members of the Board and each person so appointed shall be a Director for the remaining portion of the unexpired term of the Director whose place is taken.

4.4 Place of Meetings: Meetings of the Board of Directors shall be held at the Fargo Davies High School, or registered office of the Booster Club or at any other place inside or outside the State of North Dakota as the President of Booster Club may from time to time determine.

4.5 Annual Meeting: The Annual Meeting of the Board of Directors for the election of Executive Officers and the transaction of any other business shall be held within 30 days following the Annual Members meeting at the place established by the Board of Directors.

4.5.1 Executive Officers shall consist of the following:

- President
- Vice President
- Secretary
- Treasurer

4.6 Regular Meetings of the Board of Directors:

4.6.1 The Board of Directors shall hold regular monthly meetings throughout the year, provided, however, that the Board may dispense with such regular meetings during the summer months.

4.6.2 Special meetings of the Board of Directors may be called for any purpose or purposes, at any time, by an Executive Officer of the Board of Directors.

4.7 Action on Special Request: Any officer may request to approve an action without a meeting, if done electronically or in writing and approved by a quorum of the directors.

4.8 Quorum: The presence of 50 percent of the Board of Directors at any regular or special meeting shall constitute a quorum to conduct any and all business which shall properly come before the Board at such meeting. The acts of the majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors.

- 4.9 Compensation of Directors: Directors shall serve without pay for their services rendered in that capacity, provided however, that they shall be entitled to reimbursement for pre-approved expenses incurred on behalf of the Booster Club
- 4.10 Duties of the Directors: The Directors shall have general charge, management, and control of the affairs, funds, and property of the Booster Club and may do everything necessary and convenient in their discretion to accomplish the purposes of this Booster Club.

Article V

OFFICERS

5.1 Officers: The executive officers of the Booster Club shall be a President, Vice-President, Secretary and Treasurer, and such other officers and agents as the Board of Directors may from time to time designate.

5.2 Election of Officers: The Board of Directors shall select the officers annually at the annual Board of Directors meeting.

5.3 Term of Office; Resignations:

- 5.3.1 The elected officers shall serve for one (1) year or until their successors are elected. Their term of office shall begin at the close of the main meeting in which they are elected. No member shall hold more than one (1) office at a time, and no elected officer shall be eligible to serve more than two consecutive terms unless waived by a majority of the Board of Directors during the annual meeting when officers are elected.
- 5.3.2 A Director may resign at any time. Any resignation shall take effect on the date of receipt of resignation and acceptance of such resignation shall not be necessary.

5.4 President:

- 5.4.1 The President shall be principle executive officer of the Booster Club and, subject to the control of the Board of Directors, shall in general:
- 5.4.1.1 Supervise and control all of the business and affairs of the Club.
- 5.4.1.2 When present, preside at all meetings of the Board of Directors and of the members.
- 5.4.1.3 The President may co-sign, with the Secretary or other proper officers of the Club there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, 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 or by these By-Laws to some other officer or agent of the Booster Club or shall be required by law to be otherwise signed or executed;
- 5.4.1.4 Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.5 Vice-President:

- 5.5.1 In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

- 5.5.2 The Vice-President may sign, with the Secretary or any other officer, any document which the President is authorized to execute on behalf of the Club
- 5.5.3 Perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.6 Secretary:
 - 5.6.1 Record the proceedings of the meetings of the Board of Directors and general membership meetings and file aforementioned minutes in a book provided for that purpose and/or an electronic file accessible to members. In absence of the Secretary, the minutes of said meetings will be recorded by such person as designated by the President.
 - 5.6.2 See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
 - 5.6.3 Be custodian of the Booster Club records.
 - 5.6.4 Keep a register of the phone number and e-mail addresses of each member of the Board of Directors.
 - 5.6.5 Co-sign with the President or Vice-President, any and all documents required to be executed by the Booster Club.
 - 5.6.6 Generally perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.7 Treasurer
 - 5.7.1 Have charge and custody of and be responsible for all funds and securities of the Booster Club and shall keep accurate accounts and records of all receipts and disbursements and other transactions belonging to the Booster Club.
 - 5.7.2 Receive and give receipts for money due and payable to the Booster Club from any source whatsoever, and deposit all such monies in the name of the Booster Club, in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws.
 - 5.7.3 Adopt an annual budget of income and expenses.
 - 5.7.4 Perform all of the duties incidental to the office of Treasurer and any other such duties as from time to time may be assigned by the President or the Board of Directors.
 - 5.7.5 Provide an accurate monthly update of all monies, drafts, and checks in the name of the Booster Club.
 - 5.7.6 The President shall arrange for a review of financial records by two members of the Board of Directors, other than the Treasurer, the results of which shall then be presented to the Board of Directors at the annual meeting.

Article VI

COMMITTEES

- 6.1 Executive Committee: There shall be an Executive Committee which shall consist of the President, Vice-President, Secretary, and Treasurer of the Booster Club. The Executive Committee may act for the Board of Directors in the interim between the regular meetings of the Board of Directors and shall oversee and direct the work of the Booster Club only as authorized by the Board of Directors.

6.2 Standing Committees: A committee which has continuing existence to handle routine duties needed to be carried out on a regular basis.

6.2.1 Membership Committee

6.2.2 Advertising Committee

6.2.3 Spirit Committee

6.2.4 Communications Committee

6.3 Other Committees: In addition to those standing committees specified in these Bylaws, the Executive Committee may create any Standing or Special Committees consisting of officers and non-officers as it deems necessary and advisable, appointing members thereto and establishing, if necessary, the term of such committee's existence, which may not exceed one year.

6.4 "Special Committees": A committee which has a temporary existence and is established to accomplish a particular task. The committee ceases to exist as soon as the specific task is completed.

Article VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 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 or on behalf of the Booster Club, and such authority may be general or confined to specific instances.

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

7.3 Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Booster Club shall be signed by such officer(s), agent(s), of the Booster Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.4 Deposits: All funds of the Booster Club not otherwise employed in the operation of the Booster Club shall be deposited from time to time to the credit of the Booster Club at such banks, trust companies, or other depositories that the Board of Directors may select.

Article VIII

FISCAL YEAR

8.1 The fiscal year of the Club shall be from July 1 to June 30 unless otherwise established by the Board of Directors.

Article IX

PARLIAMENTARY AUTHORITY

9.1 The rules contained in Robert’s Rules of Order shall govern the meetings where they are not in conflict with the Bylaws, rules of order, or other rules of the Booster Club.

Article X

DISSOLUTION CLAUSE

10.1 Dissolution: Upon dissolution, the Booster Club officers must notify all Board members of its intent to dissolve the organization and prepare a time-phased action plan to do so. Upon the dissolution of the organization, assets shall be distributed for one of more exempt purposes within the meaning of 501(c)3 of the Internal Revenue Code, or corresponding section of the future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI

AMENDMENTS of BYLAWS

11.1 These By-Laws may be altered, amended or repealed, and new By-Laws adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

We certify that the foregoing is the By-Laws of the Fargo Davies Booster Club adopted at a regular meeting held on March 20, 2019.

Joshua Rude

President

Sara Waltz

Secretary