

BY-LAWS OF ESTHERVILLE LINCOLN CENTRAL BOOSTER CLUB

ARTICLE I.

OFFICES

The principal office of the corporation in the State of Iowa shall be located at the Estherville Lincoln Central Community School, at the High School in Estherville, Iowa. The corporation may conduct business at such other offices or locations as the business of the corporation may require.

ARTICLE II.

MEMBERSHIP

The membership of the corporation shall consist of all persons who have expressed a desire to belong to the corporation and have paid the appropriate fee as set forth by the Board of Directors.

ARTICLE III.

DIRECTORS

The corporation shall consist of fifteen (15) directors who are volunteers from the club membership and the initial Board of Directors has been set forth in the Articles of Incorporation. Any new Director shall take a position on the board for a term of not less than three (3) years or until they desire to leave the board. A director may also remain on the Board for an unspecified term if they so desire. The Board of Directors will have regular meetings on the second Wednesday of each month during the year at which time the business of the corporation will be transacted except when special meetings are deemed necessary. Meetings will be conducted under Roberts Rules of Order. All members of the Board of Directors shall be notified of the time and place of any special meetings required to conduct business of the corporation. All Directors need to attend a minimum of 75% of the regularly scheduled meetings. The Directors may make changes in the Board of Directors of the corporation at any time by a majority vote.

If a Director leaves the Board prematurely for any reason, the vacancy is not required to be filled until the final meeting of the fiscal year, but the Board may fill the vacancy earlier at their discretion. The Board must fill the vacancy immediately if the remaining number of Directors does not meet the quorum requirements.

Selection procedure for new Directors:

1. Nominations for new Directors can be made to the Board by the vacating Director or existing Directors.
2. A majority vote of the Directors is necessary to fill any vacancy.
3. Selection of Directors will occur at the first meeting of the new fiscal year, unless a quorum requirement exists.

A quorum of the Directors shall consist of eight (8) out of the fifteen (15) directors provided for in these by-laws.

The Board of Directors shall manage the business and affairs of the corporation.

ARTICLE IV.

OFFICERS

The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers of the corporation shall be elected annually by the Board of Directors at the first regular meeting in September. Such officers shall serve for period of one (1) year or until their successors are elected. The Directors may make changes in officers of the corporation at any time by a majority vote.

The President shall be the principal executive officer of the corporation and shall in general preside over meetings of the corporation and supervise the business and affairs of the corporation subject to the powers of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall 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. The Vice President in the absence of the President shall perform the duties of the President and shall have all the powers of, and be subject to, the restrictions upon the President and may perform such other duties as assigned to him by the President or by the Board of Directors.

The Treasurer shall have charge of and custody of and be responsible for all funds of the corporation and shall receive and give receipts for monies due and payable to or by the corporation and deposit all such monies in the name of the corporation in such banks as shall be selected by the Board of Directors of the corporation. He/she shall provide a financial report at each regular meeting and at special meetings if necessary. He/she shall perform such other duties as from time to time and may be assigned to him/her by the President or the Board of Directors.

The Secretary shall keep the minutes of the meetings of the Directors and shall be custodian of all the corporate records and shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

ARTICLE V.

DEPOSITORIES

The initial depositories for the funds of the corporation shall be the Emmet County State Bank of Estherville, Iowa and NorthStar Bank of Estherville, Iowa. The President and Treasurer of the corporation are authorized to sign a depository resolution establishing these financial institutions as the depositories and lending institutions for the corporation upon proper forms provided. The Treasurer of the corporation and other persons authorized and designated by the Board of Directors of the corporation shall be authorized to sign checks for payment of debts of the corporation. All funds of the corporation shall be deposited from time to time to the credit of the corporation in the depositories of the corporation as the Board of Directors may select.

ARTICLE VI.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of August each year and shall end on the 31st day of July in each year.

ARTICLE VII.

SEAL

The Board of Directors has made no provision for a seal for the corporation.

ARTICLE VIII.

PURPOSES

The purposes for which the corporation is to be formed are for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and in this connection, to promote the welfare of children in home, school and community and to provide educational opportunities of children through participation in sport and athletic opportunities within the Estherville Lincoln Central Community School District and through interscholastic competition and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such manner as, in the judgment of the directors will best promote the purpose of the corporation. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof but not for pecuniary profit or financial gain of its directors or officers.

ARTICLE IX.

TAX EXEMPT STATUS

The corporation is constituted so as to attract financial support from contributions, directly or indirectly, from persons in the Estherville community and surrounding area in which it operates and has not been formed for pecuniary profit 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, officers, or members. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X.

COMMITTEES

The Board of Directors may designate and authorize committees composed of either directors or persons outside of the Board of Directors to conduct business or to promote the activities and purpose of the corporation. The Committees will consist of the following:

Membership
Special Projects
Promotions

Concessions
Tournaments
Finance

ARTICLE XI.

AUDIT

An internal financial audit of the corporation will be conducted at the end of each fiscal year. The audit is to be conducted by two members of the finance committee not including the Treasurer.

ARTICLE XII.

AMENDMENTS

These by-laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the corporation. The proposed change shall be provided to the members of the Board of Directors one (1) week prior to the time of the meeting that is to consider the changes in the by-laws.