

**BYLAWS
OF
FALCONS BOOSTER CLUB
ORIGINAL November 30, 1996
Revised June 23, 2008
Revised June 15, 2009
Revised June 16, 2010**

ARTICLE I
Name and Offices

SECTION 1 Name. The name of the corporation shall be the Falcons Booster Club.

SECTION 2 Principal Office. The principal office of the corporation is located in Bow, County of Merrimack, and State of New Hampshire.

SECTION 3 Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II
Purposes

SECTION 1 I.R.C. Section 501(c) (3) Purposes. The specific objectives and purposes of this corporation are to work with the Bow School District to promote, foster, sponsor, develop and encourage an appreciation for athletic competition, physical fitness, personal discipline and the "spirit of fair play" through the sponsorship and organization of intramural and interscholastic athletics at Bow High School.

Goals

The goals of the Falcons Booster Club are:

- To assist the school in promoting the health, welfare, and safety of students by offering workshops, and emphasizing wellness and nutrition.
- To provide enhancements to BHS athletic programs and facilities.
- To organize volunteers in support of athletic events.
- To promote scholarship and recognize scholar athletes by offering scholarships.
- To serve as a social outlet for those who support the athletic programs.

Nothing in the foregoing shall restrict the corporation from engaging in any other activities consistent with NH RSA 292 and these Articles of Agreement, as may be determined from time to time by the corporation's directors. The Falcons Booster Club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE III

Membership

SECTION 1 General. The corporation shall be a membership association, not for profit, with one general class of membership.

SECTION 2 Qualifications of Members. Any person interested in amateur athletics or supportive of the state purpose of the organization may become a member of the corporation by meeting the requirements for membership as established by the Board of Directors from time to time. There is no limit on the number of members.

SECTION 3 Fees. The Board of Directors shall determine the requirements for fees on an annual basis.

ARTICLE IV

Board of Directors

SECTION 1 Board of Directors. The affairs of the corporation shall be managed by a Board of Directors which shall have the powers and duties of a board of directors under New Hampshire law. The Board shall consist of between five and twenty-one directors. The Board may include up to four students from Bow High School. Student representatives will be selected by the Board. The Bow High School Principal and Athletic Director shall each serve as ex-officio members of the Board of Directors. School principal, athletics director and BHS coaching staff is prohibited from serving as member of Board of Directors.

SECTION 2 Term. Terms will be of two years in duration and will be staggered. Directors will assume their position in office on July 1st and their term will conclude on June 30th of any given year.

SECTION 3 Removal. Any member of the Board of Directors may be removed by a two-thirds majority vote of the Board whenever in its judgment the best interest of the corporation will be served thereby.

SECTION 4 Vacancies. A vacancy in any Board position because of death, resignation, removal, or otherwise, may be filled by the Board for the

balance of the business year. A special election will be held at the annual meeting to fill the position for the unexpired portion of the term.

SECTION 5 Annual Meeting. The annual meeting of the corporation shall be held during the month of June at such time and place as the Board of Directors may determine. Written notice of the annual meeting stating the time and place shall be posted at the schools, corporation website and notice shall be placed in local newspapers. If, for any reason, the annual meeting is not held, as above provided, a special meeting may be held in lieu of and for the purposes of the annual meeting.

SECTION 6 Regular Meetings. Regular meetings shall be held at the discretion of the Board of Directors monthly from September thru May. At the annual meeting the Board of Directors shall elect officers, appoint committees and conduct any other organizational business needed to maintain the corporation.

SECTION 7 Notice of Regular Meetings. Notice of regular meetings will be posted at each of the district schools and on the corporation's website at least one week prior to the meeting.

SECTION 8 Special Meetings. A special meeting of the Board shall be held whenever called by the President or by request in writing by not less than a majority percent of directors in office. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing and signed by the person or persons making the same, addressed and delivered to the Secretary, and shall state the time and place of such meeting.

SECTION 9 Notice of Special Meetings. Notice of the time and place of each special meeting of the board of Directors shall be sent by regular mail or electronic mail at least three days prior to the time of such meeting. At the discretion of the Board, notice may also be posted at each of the district schools and on the corporation's website.

SECTION 10 Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at such meeting, those present may adjourn the meeting from time to time without further notice.

SECTION 11 Manner of Acting. Unless otherwise specifically provided in these bylaws, the act of the majority of the directors present in the meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 12 Action Without Meeting. Any action required or permitted to be taken by the Board of directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE V

Power and Duties of Directors

SECTION 1 Generally. The Board shall manage the business and affairs of the corporation and shall have the powers and duties of a board of directors under New Hampshire law. The board may from time to time, to the extent permitted by law, delegate any of its powers and duties to committees, officers, attorneys or agents for the corporation, subject to such limitations as the Board may impose.

SECTION 2 Powers. Without limitation and general powers of the directors as set forth in Section 1 above, the Board shall have the power:

- (a) to conduct, manage, and control the affairs and business of the corporation and to make rules and regulations for the guidance of the officers and the management of the affairs of the corporation;
- (b) to elect and/or appoint and remove at pleasure all officers, agents, and employees of the corporation, prescribe their duties, and require from them, if advisable, security for faithful services;
- (c) to select or authorize the selection of one or more banks to act as depository of the funds of the corporation and to determine the manner of receiving, depositing, and distributing the funds of the corporation and form of checks and the person or persons by whom same shall be signed, with the power to change such banks, person, or persons signing such checks and the form thereof at will;
- (d) to incur such indebtedness, to pledge such property of the corporation as collateral and to act as guarantor or surety for others as shall be deemed necessary or appropriate to further the purposes of the corporation.

SECTION 3 Duties. Without limiting the general duties of the directors as set for in Section 1 above, the Board shall have the duty:

- (a) to keep a complete record of all its acts and of the proceedings of its meetings and to present a statement at the annual meeting showing the condition of the affairs of the corporation;
- (b) to supervise all officers, agents, and employees and to see that their duties are properly performed, and to see that all officers and employees who handle funds are adequately bonded, if the Board deems it appropriate;

(c) to cause to be installed and/or maintained such a system of bookkeeping that shows the receipts, disbursements, and operations of the corporation; and

(d) to authorize the execution by the corporation of all contracts between it and its members or others.

ARTICLE VI

Officers

SECTION 1 Officers. The directors shall elect a president, one or more vice presidents, a secretary, and a treasurer, any one of which may at the time of holding any such position, hold and exercise the functions of either one or more of such positions if otherwise qualified for the same. The directors may also at said meeting elect other officers. Each officer shall hold office for a term of one year or until he shall resign or shall have been removed in the manner hereinafter provided. There shall be no limit of terms which would keep an officer from being elected to successive terms.

SECTION 2 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.

SECTION 3 The President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Board. He may sign, with the treasurer, secretary or any other proper officer of the corporation thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

SECTION 4 The Vice-President. The Vice-President shall assume the responsibilities of the President in the Presidents absence and assume any other duties assigned by the President.

SECTION 5 The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the

corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the address of each director which shall be furnished to the secretary by such director; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board.

SECTION 6 The 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 banks, trust companies or their depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board. If required by the Board, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The treasurer shall be required to give accurate reports of the corporation's financial status at every regular and special meeting of the Boosters Club.

ARTICLE VII

Contracts, Loans, Checks and Deposits

SECTION 1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and 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 evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 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 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. All checks, drafts or other orders of payment of money in excess of \$500.00 shall require the signature of both the Treasurer and President.

SECTION 4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 5 Internal Audit. The President shall appoint annually a review committee of between two and five members of the Boosters Club to review and certify the financial records and status of the corporation.

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall begin on July 1st and end on June 30th each year.

ARTICLE IX

Rules and Order and Procedure

The Board may adopt such rules or order and procedure as it deems appropriate for the conduct of business at meetings.

ARTICLE X

Amendment to Bylaws

The bylaws may be amended or new ones adopted by a two-thirds affirmative vote of the membership at the annual meeting.

ARTICLE XI

Liquidation

The corporation shall use its funds to accomplish the objectives and purposes specified in these bylaws. On dissolution of the corporation, any funds remaining shall be distributed to one or more organizations exempt from federal income tax under Sections 501(a) and 501(c) of the Internal Revenue Code of 1986, as amended and in effect from time to time.

Upon the dissolution of the Falcons Booster Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of 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 XII

Non-Profit Corporation

This corporation is a non-profit corporation. While it may contract goods and services in the pursuit of its objectives, no part of its receipts shall be distributed among any of its members. This corporation shall conduct its affairs so as to qualify as a public charity, that is, an organization which is "other than a private foundation" within the meaning of Section 509(a)(1),(2), or (3) of the Internal Revenue Code, as amended.

ARTICLE XIII

Exempt Activities

Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this corporation shall take any action to carry on any activities by or on behalf of the corporation which is not permitted by Section 501(c)(3) of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended. No such action may be taken as may violate Section 170(c) (2) of such code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV

Anti-discrimination Clause

No otherwise qualified individual shall be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this corporation solely by reason of race, color, creed, sex, national origin or handicap.