

**BYLAWS
OF
SHERWOOD HIGH SCHOOL ATHLETIC BOOSTER CLUB
(A Nonprofit Corporation)
Amended 2018**

**ARTICLE I
Purpose Statement**

The name of the Corporation is Sherwood High School Athletic Booster Club (the "Club") and the Corporation has been organized as a public benefit corporation under the Oregon Nonprofit Corporation Act. The Club is organized and shall be operated exclusively for the purpose of promoting the active support of the athletic programs of Sherwood High School and shall aid and assist Sherwood High School within its means in the extension and development of all athletic programs. The Corporation's principal place of business is 16956 Meinecke Road, Sherwood, OR 97140-9204.

**ARTICLE II
Members**

Section 1. The members of the Club shall consist of any of the properly registered Sherwood High School student; parents/guardians of those students; Sherwood High School faculty; Sherwood High School coaches; and adults working for, or living within, the Sherwood School District Boundaries.

Section 2. Every Member is a voting member and their voting authority is strictly limited to the election of the Board of Directors who is eligible to be voted into office. (See Article III, Section 2 (d) for eligible directors.)

**ARTICLE III
Board of Directors**

Section 1. General powers: The Board of Directors has the authority and responsibility to conduct all Club business functions, enforce Bylaws as ratified, and represent the Club in matters related to Sherwood High School Athletic functions.

Section 2. Number, tenure and the structure of the Board:

- (a) The number of directors of the Club shall be no fewer than 13, the exact number to be fixed time to time by resolutions of the Board of Directors
- (b) All directors shall be elected and/or appointed to a two-year term at the annual general meeting. All directors, eligible for election, shall be elected from the general membership of the Club. All directors, eligible by appointment will be appointed by the remaining board of Directors
- (c) Initial terms of the directors shall be staggered so that not all board positions will expire in the same year. Thereafter, each board member shall hold a specific office for one term (2 years). A director who is eligible by way of election may hold the same board position for a second term with a majority vote of the members. A director, who is eligible by way of appointment, may hold the same board position for a second term with a majority vote of the remaining Board of directors.

- (d) The Board of Directors shall consist of the following members:
 - i. President (elected by members odd calendar years)
 - ii. Vice-President (elected by members odd calendar years)
 - iii. Secretary (elected by members even calendar years)
 - iv. Treasurer (elected by members odd calendar years)
 - v. Athletic Director (selected by School Administration and appointed by Board of Directors)
 - vi. Concessions Coordinator 1 (elected by members even calendar years)
 - vii. Concessions Coordinator 2 (elected by members odd calendar years)
 - viii. Auction Chairman 1 (elected by members even calendar years)
 - ix. Auction Chairman 2 (elected by members even calendar years)
 - x. Sponsorship Chairman (elected by members odd calendar years)
 - xi. Stadium Seat Chairman (elected by members odd calendar years)
 - xii. Apparel Chairman 1 (elected by members even calendar years)
 - xiii. Apparel Chairman 2 (elected by members even calendar years)
 - xiv. Website Chairman (elected by members odd calendar years)
 - xv. Drive One 4 UR School Chairman (elected even calendar years)
 - xvi. Three Trustees - Members at large (elected by members one even one odd calendar years)

Section 3. Election Procedure

- (a) The Board of Directors will accept nominations from any member for any eligible Board position from 60 to 30 days prior to the annual meeting
- (b) Each year, prior to the scheduled date of the annual meeting, the Board of Directors shall immediately provide sufficient written notice of nomination to all nominees whose names are submitted and request each nominee to advise the Board of their willingness to serve
- (c) At the regular annual meeting of the Board of Directors, the members shall elect new directors, equal in number of directors whose terms of office are scheduled to terminate at year end, from among those names submitted by the members by affirmative vote of a majority of the members the newly elected directors shall take their positions at the meeting following the annual meeting

Section 4. Annual Meeting:

- (a) An Annual meeting of the entire membership shall be held at the annual meeting, on the 2nd Sunday of May, of each year, for the purpose of the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture of dissolution of the corporation.
- (b) If the annual meeting is not held at the designated time, the President or a member of the Board of Directors may call the annual meeting at a time fixed by them not more than sixty days after such designated time by proper notice designation the meeting as the annual meeting.

Section 5. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, Secretary, or a majority of the directors.

Section 6. Place of Meeting: The Board of Directors may designate any place, either within or without the state of Oregon, as the place of meeting for regular meetings or for any special meeting called by the Board of directors.

Section 7. Telephone Conference Meeting: Any regular or special meeting of the board may be by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 8. Notice of meeting of Board of Directors: notice of any Board meeting shall be given at least seven days prior to such meeting by written notice delivered personally, mailed to each director at the director's home address, or e-mailed to the director at the director's e-mail address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction or business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum: A majority of the member of directors fixed by Section 2(a) of this article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the director or directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors

Section 11. Removal: Individual directors may be removed at any time, with cause, by a vote of two-thirds of the Board of Directors

Section 12. Vacancies: Any vacancy occurring in the Board of Directors or any directorship to be filled by reasons of an increase in number of directors shall be filled by election at the next annual meeting or at a special meeting of the members called for that purpose unless otherwise provided in the Articles of Incorporation. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office

Section 13. Presumption of Assent: A director of the Club who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of it or shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of the action

Section 14. Action without a Meeting: Any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all directors.

ARTICLE IV Officers

Section 1. Number: The officers in the corporation shall be the President, Vice President, Secretary and Treasurer, each of whom shall be elected by the members. Such other offices and assistant officers as may be necessary may be elected or appointed by the Board of Directors. No officer or assistant officer may hold more than one office.

Section 2. Election and Term of Office: The officers of the Club shall be elected in accordance with the procedures established under Article III, Section 3. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until the officer's death or until he/she shall resign or shall have been removed in the manner provided in this Article

Section 3. Removal: Any officer or assistant officer may be removed, with cause, by the affirmation vote of two-thirds of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not be itself create contract rights

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the chief executive officer of the Club and, Subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Club. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign , with the Vice President or Secretary, or any other proper officer of the Corporation so authorized by the Board of Directors, certificates for membership in the Club, and 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 of any of the same shall be expressly delegated by the Board of directors or by these Bylaws to some other officer of the Club, or shall be required by law to be otherwise signed or executed. The President shall, in general, 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

Section 6. Vice President: In absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and be subject to all restrictions upon the President, the Vice President may sign, with the secretary, certificates of membership in the Club; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors

Section 7. Secretary: The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors 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 requires by law; (c) be custodian of the corporate records (custody may be designed by the Secretary to such agents as

the Secretary may determine); (d) Keep a register of the mailing address of each director which shall be furnished to the Secretary by such director; (e) sign with the President or a Vice President certificates for membership in the Club, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the books of the Club; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Club; (b) receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust company or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) be responsible for assuring that an annual audit is conducted by the Trustees prior to the annual meeting; and (d) in general perform all duties of the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE V

Contracts, Loans, Checks 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 in the name of and on behalf of the Club, and such authority may be general or confined to specific instances

Section 2. Loans: No loans shall be contracted on behalf of the Club and no evidence 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 specified 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 Club shall be signed by an authorized designated officer as determined by the Board of Directors.

Section 4. Deposits: All funds of the Club and funds received by the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Facsimile Signatures: Contracts and agreements of the Club, and endorsements, renewals and amendments of the same may be authenticated by facsimile of the signature of a duly authorized officer of the Club in lieu of a signature of such officer. In the event of such authentication by facsimile signature, such contract or agreement shall be valid only if countersigned by an agent of the Club authorized to execute such type of contract or agreement. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the officer whose signature appears by facsimile is no longer serving as an officer of the Club by reason of death or any other cause.

ARTICLE VI
Indemnification

Section 1. Indemnification: The Club shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Club) by reason of the fact that the person is or was a member, director, officer, employee, or agent of the Club, or a fiduciary within the making of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Club, or servers or served at the request of the Club as a member, director or officer, or as a fiduciary of any employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act at the time of the determination.

Section 2. Reimbursement of Expenses: To the fullest extent permitted by the Oregon Nonprofit Corporation Act, the Club shall pay for or reimburse any and all reasonable expenses incurred by a member, director or officer who is party to a proceeding in advance of the final disposition of the proceeding.

Section 3. Rights Granted Herein Not Exclusive: The right to indemnification and to the payment or reimbursement of expenses with respect to a proceeding conferred in this Article shall not be exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, actions by the Board of Directors or otherwise, and shall continue as to a person who has ceased to be a member, director, officer, employee or agent of the Club and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII
Interested Parties

A director of the Club shall not be disqualified by the director's office by contracting with the Club as a vendor, purchase or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Club in which any director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such a director may be counted toward a quorum.

ARTICLE VIII
Amendments

These Bylaws may be altered amended or repealed and new bylaws adopted by the Board of Directors by a majority vote of the full board at any regular or special meeting.