



By-Laws of Kellogg Booster Club, Inc.

A Non-Profit Idaho Corporation

Article I

General

Section 1. Name – This Corporation shall be known as the Kellogg Booster Club, Inc.

Section 2. Purpose – This Corporation is organized and at all times hereafter shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. More specifically, this Foundation is organized and at all times hereafter shall be operated exclusively for the benefit of the youth within the boundaries of School District 391. This Foundation shall coordinate all fund development programs on behalf of the athletic and academic programs for youth within the boundaries of School District 391 and shall be empowered to receive donations and endowments of every nature for the operation, maintenance, enhancement, and expansion of said programs. This Corporation shall administer funds thus received and disburse them, or the income therefrom where endowment funds are received, to athletic and academic programs set up for the youth within the boundaries of School District 391 for the use of said youth.

Section 3. Activities – The Corporation shall be restricted to activities of a charitable nature consistent with the purposes of the Corporation. However, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors or officers or any other private person or organization, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in this Article I.

This corporations shall have power and authority to engage in and to do any lawful act concerning any and all lawful business for which nonprofit Corporations may be organized under the Idaho Code.

Notwithstanding any other provisions of these By-laws, the Corporation shall not carry on any activity not permitted to be carried on;

1. by a Corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code; or
2. by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

No substantial 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 (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Article II

Offices

Section 1. Offices – The principal office of the Corporation will be located at 111 Main, Kellogg, Idaho. Said office may be changed from time to time by the Board of Directors, and the Corporation may have such additional office as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

Article III

Membership

Section 1. Classification and Term – Any person, firm or Corporation desiring to belong, and paying the membership fee shall become a member thereof until the end of the current fiscal year. The membership shall consist of three (3) classes and the fees shall be as follows:

Class I - \$100 Century Club

Class II - \$100 Business Membership

Class III - \$20 Regular Membership

Section 2. Voting Rights – Each member shall be entitled to one (1) vote on each matter submitted to the members.

Section 3. Termination of Membership – The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues or assessments for the period fixed in Article XI of these By-laws.

Section 4. Resignation – Any member may resign by filing a writing resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement – Upon written request signed by a former member and filed with the Secretary, the Board of Directors, but the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership – Membership in this Corporation is not transferable or assignable.

Article IV

Meeting of Members

Section 1. Annual Meeting – An annual meeting of the members shall be held at Kellogg, Idaho, at the second meeting in the month of March in each year, beginning with the year 2000, at 8:00 o'clock am for the purpose of

electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Idaho, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings – Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting – The Board of Directors may designate any place, either within or without the State of Idaho, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Idaho; but if all of the members shall meet at any time and place, either within or without the State of Idaho, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings – Written or printed notice stating the place, day, and hour of any meeting of members shall be published in the Shoshone News-Press, not less than five days before the date of such meeting, by or at the directions of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Once a regular meeting schedule is established, it shall not be necessary to publish notice of meeting prior to each meeting.

Section 5. Informal Action by Members – Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting of a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum – The members holding five percent (5%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies – No proxies are allowed.

Section 8. Voting by Mail – Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail. Members need not be present to vote.

Article V

Board of Directors

Section 1. General Powers – The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications – The number of Directors shall be ten (10) and shall include the President, Vice-President, Secretary, Treasurer, and immediate Past President, who shall be elected by the majority vote of the members in good standing of said Corporation and they shall be elected annually and shall be designated and consist of a President, Vice-President, Secretary, Treasurer, and immediate Past President, and such other officers as may be provided in the By-laws. Each Director shall hold office for a period of one year and until his successor shall have been elected and qualified.

Section 3. Regular Meetings – A regular annual meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution and time and place, either within or without the State of Idaho, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Idaho, as the place for holding any special meeting of the Board called by them.

Section 5. Notice – Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or fax to each Director at his address or fax number as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If when the sender has received a fax confirmation sheet. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meetings, unless specifically required by law or by these By-laws.

Section 6. Quorum – Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than fifty percent (50%) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting – The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws.

Section 8. Vacancies – Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Article VI

Officers

Section 1. Officers – The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers,

including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. No compensation will be paid to any officer of the corporation unless duly authorized by the Board of Directors.

Section 2. Election and Term of Office – The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal – Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed. It shall take a two-thirds (2/3) vote of the members of the Board of Directors to remove a member of the Board of Directors.

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 principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the Corporation; and in general he/she 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.

Section 6. Vice-President – In the absence of the President or in event of his/her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer – If require by the Board of Directors, the Treasurer shall give a bond for the faithful performance and discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. All expenditures must be made by check with two signatures.

Section 8. Secretary – The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as require by law; 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 in accordance with the provisions of these By-laws; keep a register of the

post office addresses of each member which shall be furnished to the Secretary by such member; and 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 of Directors.

Article VII

Committees

Section 1. Committees of Directors – The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees – Other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed whenever in their judgment the person or persons authorized to appoint such member, the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office – Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman – One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies – Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum – Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules – Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

Section 8. Audit – At the end of the fiscal year an annual audit shall be made by the Board of Directors or its agents.

Article VIII

Contracts, Checks, Deposits, and Funds

Section 1. Contracts – The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these By-laws, 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. Checks, Drafts, etc. – All checks, drafts, or orders for the payment of money, notes, or other evidence 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by one other officer of the Corporation.

Section 3. Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts – The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article IX

Certificates of Membership

Section 1. Certificates of Membership – The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an assistant Secretary and shall be sealed with the seal of the Corporation.

Section 2. Issuance of Certificates – When a member has been elected to membership and has paid any initiation fees and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary, if the Board of Directors shall be provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.

Article X

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitle to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Article XI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

Article XII

Dues

Section 1. Annual Dues – The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by its members.

Section 2. Payment of Dues – Dues shall be payable in advance of the first day of September in each fiscal year, or in accordance with an alternative payment plan accepted by the Board.

Section 3. Default and Termination of Membership – When any member shall be in default in payment of dues for a period of six months from the beginning of the fiscal year or period of which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these By-laws.

Article XIII

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal Kellogg Booster Club, Inc.”

Article XIV

Waiver of Notice

Whenever any notices is require to be given under the provisions of the Non-Profit Corporation Act of the State of Idaho or under the provisions of incorporation or the By-laws of the Corporation, a waiver of notice thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV

Amendments to By-laws

There By-law may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days written notice is given of intention to alter, amend, or repeal or to adopt new By-laws at such meeting. Know all men by these present: That we, the undersigned, being all members of the Kellogg Booster Club, Inc., hereby assent to the foregoing By-laws and adopt them as By-laws of said Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this ____ day of _____, 1999.

Tom Rose

Bert Burkgart

Judy Rose

Glen Keller

Dena Pouttu

Dwight Hoeck

Stephen D. Shepperd

Antigone Bircher

James Miller, Jr.

Linda C. Yergler

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Secretary of the Corporation known as Kellogg Booster Club, Inc., does hereby certify that the above and foregoing By-laws were duly adopted by the members of said corporation as the By-laws of said Corporation on the ____ day of _____, 1999, and that they do now constitutes the By-laws of said Corporation.

Secretary