

**LEGACY BASKETBALL BOOSTERS
BYLAWS**

Adopted: November 24, 2014

ARTICLE I – NAME

Section 1. The name of this organization shall be the Legacy Basketball Boosters (LBB).

ARTICLE II- PURPOSE

Section 1. LBB is organized under the auspices of Legacy High School and the Bismarck Public School District. LBB is organized and shall operate exclusively for charitable and educational purposes. The mission of LBB is to promote a positive experience for student athletes in the basketball program at Legacy High School, Bismarck, ND. LBB shall encourage and support the development of Legacy High School student athletes' basketball skills in manners which foster respect for others, self-confidence, leadership and teamwork. LBB will endeavor to produce the highest level of amateur basketball competition at the high school level while maintaining the highest degree of participation and sportsmanship.

Section 2. LBB will pursue fundraising, fulfilling Legacy High School basketball program needs and voluntary services.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, and/or reimbursements in furtherance of the purposes set forth in the purpose clause hereof.

Section 4. Upon dissolution of LBB, after paying or adequately providing for the debts and obligations of the corporation, assets shall be distributed to a similar entity at Legacy High School.

ARTICLE III – LOCATION

Section 1. The registered office address of LBB shall be the current address of Legacy High School, Bismarck, ND. The mailing address of LBB shall be P.O. Box XXX, ND 58502. LBB may have any number of offices at such places as the Board of Directors may determine.

ARTICLE IV – GENERAL MEMBERSHIP

Section 1. The general members of LBB shall all be parents or legal guardians of current basketball players in the Legacy High School basketball program who have paid annual dues as established by the Board of Members (hereafter “the Board”). The general membership of LBB has the sole responsibility of electing the organization’s board members. Only qualified general members may vote for board members. A meeting of the general membership will be held annually within thirty (30) days of each season’s final game, as scheduled by the Board, at which time board members, except for representatives for the incoming ninth grade, will be elected. Representatives for the incoming ninth grade will be elected at a meeting of the general membership to be held in November of each year, or as soon thereafter as the meeting may be practically scheduled in the sole discretion of the Board. However, under no circumstances shall the meeting of general membership for purposes of electing incoming ninth grade representatives be held later than the first game of each basketball season. At large members referred to in ARTICLE VI, Section 3, will be elected by the full general membership of LBB. The representatives for each grade referred to in ARTICLE VI, Section 3, will be elected

solely by general members who are the parents or legal guardians of a Legacy High School basketball player enrolled in that grade. Each basketball player's parents or legal guardians shall have one collective vote for general membership voting purposes. Election of board members shall be held by written ballot. If there is only one candidate for any position as a board member, the requirement of a written ballot may be dispensed with and the election held by voice vote. Any number of members present at a meeting will constitute a quorum.

ARTICLE V – ALUMNI MEMBERSHIP

Section 1. All alumni members of LBB shall be previous basketball players of the Legacy High School basketball program, or their parents or legal guardians, who have paid annual dues, which will be on-half of the general members' annual dues as established by the Board or \$20, whichever is less.

Section 2. Alumni members shall have no voting authority.

Section 3. Alumni members may not serve on the Board or as an Officer of LBB.

ARTICLE VI - BOARD MEMBERS

Section 1. The business of LBB shall be managed by the Board, which shall be comprised of at least four (4) and not more than fifteen (15) board members. The Board is responsible for maintaining the overall policy and direction of LBB. The Board may delegate responsibility for day-to-day operations to officers of LBB and appropriate committees and members of LBB. Board members shall receive no compensation. At times reimbursement of reasonable expenses incurred in the performance of duties and responsibilities for LBB may be granted by a majority vote of the board members for services that are specific to the duties of, and benefit for LBB.

Section 2. All board members elected for the 2013 – 2014 school year shall serve for a two-year term and may be eligible for re-election in accordance with these rules. Board members elected in all subsequent years shall serve for a one (1) year term and may be eligible for re-election in accordance with these bylaws. Except for representatives of the incoming ninth grade, the term of each board member begins on May 1st and ends on April 30th of the appropriate year. The term of a representative for the incoming ninth grade begins immediately upon election and ends on April 30th of the appropriate year.

Section 3. Each Board member shall be a general member of LBB. With the exception of the 2013-2014 and 2014-2015 school years, the Board shall consist of up to seven at large members and two representatives (parent or legal guardian) from each of the ninth grade, tenth grade, eleventh grade, and twelfth grade levels. For the 2013-2014 and 2014-2015 school years only, the first year classmen have four representatives (parent or legal guardian) and four at large members. For purposes of voting on the Board, at large members and those representing each of the ninth, tenth, eleventh, and twelfth grades shall have one vote, respectively.

Section 4. Board members must regularly attend duly scheduled meetings of LBB. In addition, all board members shall discharge their duties to manage the business of LBB with the utmost good faith, loyalty and fidelity consistent with the obligations of a fiduciary under North Dakota law. These duties include supporting all fundraising activities of LBB, faithfully discharging any duties assigned by the President, whether as a member of a committee or individually, and, above all, to promote a positive experience for student athletes in the basketball program at Legacy High School.

Section 5. Any board member may be removed from office without assigning any cause by a two-thirds (2/3) vote of the Board.

Section 6. Any board member may resign at any time by giving notice to LBB.

Section 7. In the event of a vacancy on the Board, the Board shall fill the vacancy.

Section 8. If no grade representative is elected by the general membership of any grade, the Board will appoint a representative.

ARTICLE VII- OFFICERS

Section 1. Each officer of LBB shall be a member of the Board.

Section 2. The officers of LBB shall consist of a President, Vice President, Secretary, and Treasurer. The officers of LBB shall be elected by a majority vote of the board members of LBB. The officers shall serve terms which run concurrently with the terms provided for board members, generally, in ARTICLE VI – BOARD MEMBERS. Any officer may be removed from office without assigning any cause by a two-thirds (2/3) vote of the Board at any meeting of LBB.

Section 3. In the event of a vacancy of an LBB office, the Board shall nominate and elect a replacement to fulfill the term of that office.

ARTICLE VIII - DUTIES OF OFFICERS

Section 1. The duties of the President shall be to: preside at all meetings of LBB; perform such other duties as may be prescribed in these bylaws or assigned by the Executive Committee or LBB; be an ex officio member of all committees; and coordinate the work of the officers and the committees of LBB in order that the purpose and mission of LBB may be promoted.

Section 2. The duties of the Vice President shall include: assisting the President; leading the LBB in retention and development of new members; and performing other duties assigned by the President or Board. In the absence or inability of the President to serve, the Vice President shall perform the duties of President.

Section 3. The duties of the Secretary shall be to record the minutes of all meetings of LBB; provide notice of meetings in accordance with these bylaws and the State of North Dakota and/or the direction of the Board; maintain a current copy of LBB's bylaws; maintain an up-to-date list of LBB's members; and perform such other duties as may be assigned by the Board, President or LBB.

Section 4. The duties of the Treasurer shall be to have custody of all funds of LBB; keep a full and accurate account of all receipts and expenditures of LBB; make disbursements as authorized by the Board, President or LBB in accordance with the budget adopted by LBB; sign checks; make financial information available to LBB at every regular meeting and at other times upon the request of the Board or President of LBB; present a financial statement at every regular meeting of LBB and at other times upon request of the Board or President of LBB; be responsible for the maintenance of such books of account and record as required by LBB; have the accounts examined annually or upon change of officers by the Board, which shall affirm the sufficiency and accuracy of the Treasurer's annual report; assure that complete and appropriate annual financial reports and filings are provided to the secretary of Legacy High School; and perform such other duties as may be prescribed in these bylaws or assigned by the Board, President or LBB.

ARTICLE IX - COMMITTEES

Section 1. The Board may create or eliminate each standing or special committees as it may deem necessary to promote the purpose and mission of LBB and to conduct the business of LBB. The term of each chairperson of such a committee shall be the current fiscal year of LBB.

Section 2. No committee shall have any power to fill vacancies on the Board; adopt, amend, or repeal any resolution of the Board; adopt, amend or repeal LBB's bylaws; act on matters committed by the bylaws or resolution of the Board to another officer or committee; or act, or fail to act, in a manner prohibited by the Board or LBB's bylaws. No committee work shall be undertaken or conducted absent the consent and direction of the Board.

Section 3. The President shall be an ex officio member of all committees.

ARTICLE X - MEETINGS

Section 1. Regular meetings of LBB shall be held at least four times annually. Meeting dates, times and locations will be determined by the board. Board Members and officers shall be elected at the annual meeting held within 30 days of the final game of the season as provided in ARTICLE IV – GENERAL MEMBERSHIP.

Section 2. The majority of the elected board members of LBB shall constitute a quorum for the transaction of business at any regular or special meeting of LBB. However, for the Board to approve or authorize programs or expenditures which exceed \$5,000.00, a majority of the full Board (not just a majority of a quorum) must approve such program or expenditure.

Section 3. Members of LBB may attend all regular and special meetings of LBB; however, only the Board shall vote on measures presented for a vote. The Board may close any meeting for purposes of an executive session to discuss or conduct any business involving confidential records, negotiations, or other issues requiring confidential treatment, as well as any matter subject to attorney-client privilege.

ARTICLE XI - FISCAL YEAR

Section 1. The fiscal year of LBB shall coincide with that of Legacy High School.

ARTICLE XII - AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the LBB by a two-thirds (2/3) vote of the members present and voting, provided that: Notice of the proposed amendment must be given at the previous regular meeting of the LBB or in writing thirty (30) days prior to the meeting at which the proposed amendment is moved.

Section 2. A committee may be appointed by the president or by a majority vote of the Board to submit a revised set of bylaws as a substitute to the existing bylaws. The requirements for adoption of a revised set of bylaws shall be the same as for an amendment of the bylaws.

ARTICLE XIII - CONFLICTS OF INTEREST

Section 1. Being a board member and receiving compensation from LBB for an outside duty will be seen as a conflict of interest and said member will need to choose between paid position and board position. This will reduce conflict of interest issues.