

BY-LAWS
OF
MANKATO WEST BOOSTER CLUB

ARTICLE I.
OFFICES

Section 1.01. The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Secretary of State of Minnesota changing the registered office in the manner prescribed by law. The corporation may have such other offices, within the State of Minnesota, as the Board of Directors shall, from time to time, determine.

ARTICLE II.
PURPOSE

Section 2.01. The purpose of this organization is to promote and foster student activities at Mankato West High School, Independent School District 77, Mankato, Minnesota.

ARTICLE III.
MEMBERS

Section 3.01. This corporation shall have members who may be admitted to the corporation upon application made to the Board of Directors. Members shall not have voting rights. The Activities Director has an advisory capacity with no voting rights.

Section 3.02. All corporate powers shall be exercised by or under authority of the Board of Directors, and the management and affairs of the corporation shall be controlled by the Board of Directors.

ARTICLE IV.
DIRECTORS

Section 4.01. General Purposes. The business and affairs of the corporation shall be managed by or shall be under the direction of the Board of Directors.

Section 4.02. Number, Qualifications and Term of Office.

(a) Until the first meeting of the incorporator and directors, the directors shall be the persons named as directors in the Articles of Incorporation. Thereafter, the number of directors shall be the number last appointed by the Board of Directors which shall not be less than five nor more than nine.

(b) At the first meeting of incorporator and directors, and not less than thirty days prior to each annual meeting of the Board of Directors, thereafter, the Board of Directors shall appoint a nominating committee of three members of the Board of Directors, which committee shall make and report nominations to the Board of Directors for those positions on the Board of Directors whose terms are set to expire at the end of the first meeting, or the annual meeting, as the case may be. The incumbent Board of Directors shall elect members to fill the Board positions then coming due and shall make its selection from the slate of nominees included in the report of the nominating committee.

(c) The members of the Board of Directors shall be of legal age.

(d) Each director shall be appointed for a term of two years. The terms of office of the directors shall be staggered, such that one-half of the directors' terms shall expire at the end of the annual meeting of any given year. Each of the directors shall hold office until the end of the annual meeting of the year in which his term shall expire, until his successor shall have been elected, or until he shall resign or shall have been removed as hereinafter provided. A director shall be eligible to serve for up to two consecutive terms.

Section 4.03. Board Meetings; Place and Notice. Meetings of the Board of Directors may be held from time to time at any place within the State of Minnesota that the Board of Directors may designate. In the absence of designation by the Board of Directors, Board meetings shall be held at the registered office of the corporation, except as may be otherwise unanimously agreed orally or in writing or by attendance. Any director may call a Board meeting by giving two days' notice to all directors of the date and time of the meeting. The notice need not state the purpose of the meeting. Notice may be given by mail, telephone, e-mail, or in person. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous meeting, no notice is required. The Board of Directors shall hold an annual meeting each year in the month of May for the purpose of electing new or additional directors, as necessary.

Section 4.04. Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director is effective, whether given before, at, or after the meeting and whether given in writing, orally or by attendance.

Section 4.05. Quorum. A majority of the directors currently holding office is a quorum for the transaction of business.

Section 4.06. Vacancies. Vacancies on the Board resulting from the death, resignation, or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Each director appointed under this Section to fill a vacancy holds office until a qualified successor is appointed by the Board of Directors at the next annual meeting of the Board of Directors.

Section 4.07. Removal. Any individual director may be removed from office, with or without cause, by a majority vote of the directors entitled to vote, except as otherwise provided by the Minnesota Non-Profit Corporation Act.

Section 4.08. Committees. The Board may by resolution establish committees in the manner provided by law. Committee members need not be directors.

Section 4.09. Absent Directors. A director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of, or against, the proposal and shall be entered in the minutes or other record of action of the meeting if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

ARTICLE V. OFFICERS

Section 5.01. Number. The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer. The Board may elect or appoint any other officers it deems necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms of office determined by the Board from time to time.

Section 5.02. Appointment and Term of Office. The Board of Directors shall from time to time appoint a President, Vice President, Secretary, and Treasurer and any other officers or

agents the Board deems necessary. Such officers shall be appointed from among the directors and shall hold their offices until their successors are elected and qualified.

Section 5.03. Delegation of Authority. An officer elected or appointed by the Board may delegate some or all of the duties or powers of his office to other persons, provided that such delegation is in writing.

**ARTICLE VI.
BOOKS AND RECORDS, FISCAL YEAR**

Section 6.01. Books and Records. The Board shall cause to be kept at such place as the Board may determine:

- (1) A register of the Board of Directors, giving the names and addresses of the current directors and date on which their terms expire; and
- (2) Appropriate and complete books of account.

Section 6.02. Documents Kept at Registered Office. The Board shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) Records of all proceedings of directors;
- (2) Records of financial accounts of the corporation;
- (3) Its By-Laws and all amendments thereto;
- (4) A statement of the names and post office addresses of its principal officers, which shall be kept open to public inspection, provided however, that the presence in such office during the usual business hours of any one of such officers shall excuse compliance with this subdivision.

Section 6.04. Fiscal Year. The fiscal year shall begin on July 1 of each year and end on June 30 of each year.

**ARTICLE VII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 7.01. The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Minnesota Non-Profit Corporation Act.

**ARTICLE VIII.
THE MINNESOTA NON-PROFIT CORPORATION ACT**

Section 8.01. Whenever reference is made herein to any section of the Minnesota Non-Profit Corporation Act, such reference shall be to such section of the Act as in effect on March 14, 1991, or as thereafter amended or superseded.

**ARTICLE IX.
NONDISCRIMINATORY POLICY**

Section 9.01. Membership in this corporation shall be available on equal opportunity, and this corporation shall not discriminate on the basis of color, creed, religion, sex, or national origin.

Section 9.02. The corporation further will not discriminate in the admission, participation, or treatment in any way of students on the basis of sex, color, creed, religion, or national origin.

**ARTICLE X.
AMENDMENTS**

Section 10.01. Voluntary Amendment. These By-Laws may be amended or altered by a vote of the majority of the Board at any meeting provided that notice of the proposed amendments has been given at the previous meeting of the Board of Directors.

Section 10.02. Involuntary Amendments. These By-Laws have been drafted so as to comply with the laws of the United States of America and with the Minnesota Statutes, Chapter 317A, as in effect on March 14, 1991. Should any provision of any applicable statute be amended or superseded, or should the construction of any such provision be changed by a final decree of the Supreme Court of the State of Minnesota or of any court of competent jurisdiction of the United States federal judiciary, in such manner that any provision of these By-Laws shall thereafter be unlawful, such provision of these By-Laws shall thereupon be deemed to be revoked and the Board shall enact an amendment to these By-Laws to reflect the change in the law as soon thereafter as may be reasonably practicable. In the interim between the involuntary revocation of any provision of these By-Laws and the adoption by the Board of an amendment to these By-Laws, the officers and directors of the corporation may act in reliance upon the opinion of legal counsel to the corporation as to a course of conduct which would then be both lawful and as close as may be to the philosophy of the involuntarily revoked provision of these By-Laws.

CERTIFICATE

THE UNDERSIGNED, being respectively the President and Secretary of **MANKATO WEST BOOSTER CLUB**, a Minnesota non-profit corporation, do hereby certify that the foregoing By-Laws were duly approved and adopted by the directors by unanimous action in writing at a meeting under date of February 22, 2010.

Dated effective the — day of February, 2010.

ATTEST:

President

Secretary