

**By Laws of
Fairmont Cardinals Booster Club, Inc.**

Article I.
MEMBERSHIP

Any person may become a member in good standing of the Corporation by payment of the annual membership dues of \$10.00. Each member shall be entitled to one (1) vote at any annual or special meeting of the members. A member may be expelled for cause upon a two-thirds (2/3) vote of the Board of Directors. Any member so expelled shall be refunded the current year membership dues.

Article II.
MEETINGS OF THE MEMBERS/ANNUAL MEETING

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held prior to the Board of Directors regular summer meeting to be held in August (subject to change) each year at a time to be set by the President. Notice of the annual meeting shall be communicated to all members at least ten (10) days in advance of the meeting. The purpose of the annual meeting shall be for election of directors, for annual reconsideration of the amount of the annual membership dues, and for transaction of such business as may come before the meeting. There will be three (3) additional general meetings throughout the year; typically before each sports season

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by majority vote of the directors or by written petition of fifteen (15) or more members filed with the secretary stating the specific purpose for the special meeting. The time and place of the special meeting shall be set by the President provided that the meeting shall be held not more than sixty (60) days after the filing of the petition. Notice of the special meeting stating the purpose of said special meeting shall be communicated to members at least ten (10) days in advance of the special meeting.

SECTION 3. QUORUM. The presence of at least seven (7) members shall constitute a quorum for any annual or special meeting of the members.

Article III.
DIRECTORS

SECTION 1. The management of the business and affairs of the Corporation shall be by the Board of Directors.

SECTION 2. NUMBER, QUALIFICATION, ELECTION & TENURE. The number of directors of the Corporation shall be seven (7). Each director shall serve a two (2) year term. Five (5) directors shall be elected by the members at the Annual Meeting of the Corporation every two

(2) years. The Activities Administrator of the Fairmont Area Schools shall automatically be a director. One (1) director shall be appointed by the coaches.

SECTION 3. VACANCIES. The Board of Directors shall appoint someone to fill a vacancy on the Board caused by the death or resignation of a director.

SECTION 4. DIRECTORS MEETINGS. Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year; approximately as follows:

- (A) Fall meeting in August each year; will shall also be the Annual Directors meeting;
- (B) Winter meeting in November each year;
- (C) Spring meeting in March each year;
- (D) Summer meeting in June each year; which shall primarily be the budget meeting

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the president.

SECTION 6. NOTICE AND WAIVER. Notice of any regular or special meeting of the Directors shall be given at least three (3) days prior thereto by written notice, facsimile notice or electronic means, or personal delivery to each Director at his or her address. Any Director may waive notice of any meeting either before, at or after such meeting, by signing a written waiver of notice. The attendance by a Director at a meeting shall constitute a waiver of notice of said meeting.

SECTION 7. ACTION WITHOUT MEETING. Any action of the Board of Directors may be taken without a meeting if consent in writing setting for the action so taken is signed by all Directors or communicated by facsimile or electronic means and filed with the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

SECTION 8. QUORUM. A majority of Directors in office shall constitute a quorum for the transaction of business.

ARTICLE IV. OFFICERS

SECTION 1. At the Annual meeting of the Board of Directors, or at any special meeting of the Board of Directors called for the purpose of electing officers, the Board of Directors shall elect a President, Vice-President, Secretary and a Treasurer. The Board may also choose such other officers as the business of the Corporation may require. All officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time when their respective directorships shall expire. Whenever any vacancies shall occur in the office of any of the officers, the vacancy shall be filled by the Board of Directors. All officers, excepting for the Treasurer, are subject to a three consecutive year term limit.

SECTION 2. PRESIDENT. President shall preside over all meetings of the Corporation, the Board of Directors, and shall be ex officio member of all committees of the Board, and shall also preside over the annual or special meetings of the members.

SECTION 3. VICE-PRESIDENT. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as from time to time may be assigned to the Vice President by the Board of Directors.

SECTION 4. SECRETARY. The Secretary shall take and preserve minutes of all meetings of the members of the Corporation and meetings of the Board, and shall notify members and directors of the meetings and perform such other duties as may be assigned by the Board. The Secretary shall receive and report all correspondence to the Board, shall have custody of all files, records and other documents and shall be responsible for their safekeeping.

SECTION 5. TREASURER. The Treasurer shall receive and deposit funds and disburse funds in accordance with the directions of the Board of Directors and shall submit to the annual meeting of the Corporation an annual financial report.

Article V.

AMENDMENTS

These By Laws may be amended by the members at any annual meeting provided that the proposal of amendment shall be submitted in writing to the Secretary at least thirty (30) days prior to the annual meeting and shall be included in the notice to the members.