

BYLAWS
OF
MCDOUGLE MIDDLE SCHOOL MUSTANG STAMPEDE ATHLETIC BOOSTER CLUB

ARTICLE I

Name and Object

Section 1. Name. This Association is incorporated and organized under the laws of North Carolina under the name of "McDougle Middle School Mustang Stampede Athletic Booster Club" (hereinafter referred to "McDougle Middle School Booster Club", the association, the organization, or the Corporation).

Section 2. Object. The objectives of the McDougle Middle School Booster Club are for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and in this connection, will provide assistance to the athletic program at McDougle Middle School to students in grades 6 through 8 at said school.

Section 3. Tax Exempt Status. No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

In the event of dissolution, all net assets purchased with public funds will be distributed as provided by in N.C.G.S. §55A-14.03(d)(1). Other assets of the organization will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempted organizations described in section 501(c)(3) of the Internal Revenue Code of 1954, if dissolution occurs.

Section 4. Purpose. The purposes for which the McDougle Middle School Booster Club is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Booster Club's purpose shall be to support extracurricular athletic activities at McDougle Middle School including, but not limited to: fundraising for any costs incurred in relation to the athletic teams (JV, Varsity or Club), coaching expenses, uniforms, equipment, facilities, transportation, safety, entertainment, team bonding, awards and training.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE II

Membership

Section 1. Qualifications. The Corporation shall have members and the Board of Directors shall be elected as provided herein.

ARTICLE III

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each succeeding year.

ARTICLE IV

Board of Directors

Section 1. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of seven directors including the Athletic Director at McDougle Middle School who shall have no more than twenty-percent voting capacity. The remaining members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Selection of directors, chair and term. At the annual meeting next held after the adoption of these Bylaws, there shall be an election of the directors of the Board. Directors, other than the Athletic Director, shall be selected from parents or guardians of current McDougle Middle School students and shall be members of the Booster Club in good standing. The directors shall elect one director to act as Board Chair. Subsequent annual meetings shall be held in May of each year. The directors shall serve for a one year term subject to renewal. At the expiration of any term, any director may be reelected or reappointed subject to the other terms and conditions herein.

Section 3. Duties of directors. The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) admit Board members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board, or from other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in the purposes of the Corporation; (7) employ agents; (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 4. Meetings of Board. Regular meetings of the Board of Directors shall be held monthly, August through May of each year. The Chair may, when he deems necessary, or the Secretary shall at the request in writing of three members of the Board, issue a call for a special meeting of the Board and only five days notice shall be required for such special meetings.

Section 5. Quorum. Simple majority of members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chair, the quorum present may choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day.

Section 6. Absence. Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the Chair or Secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant, and the Chair may forthwith proceed to fill the vacancy.

Section 7. Removal of directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section 8. Order of Business. The order of business shall be as follows at all the meetings of the Corporation, Board of Directors and any Committee established by the corporation:

- (a) Call of the roll.
- (b) Proof of notice of meeting.
- (c) Approval of the prior meeting minutes.
- (d) Receiving communications.
- (e) Election of officers.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the Chair without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 9. Compensation. For service on the Board of Directors, no compensation shall be received, except that reasonable reimbursement for expenses incurred by any Board member is permitted.

ARTICLE V

Officers

Section 1. Number. The officers of this Corporation shall be a President, a Vice-President, Secretary, Treasurer, Team Parent Liaison Coordinator, Director of Fundraising and the McDougale Middle School Athletic Director.

Section 2. Method of Election. The Board of Directors shall elect all officers for a term of one year. Officers may be appointed from the general membership or from the Board. A majority of a quorum of the Board of Directors shall be necessary to constitute an election.

Section 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be those usual to the respective offices.

Section 4. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 5. Compensation of Officers. The officers shall not receive a salary or compensation except for reasonable reimbursement for expenses incurred.

ARTICLE VI

INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS AND OFFICERS

Section 1. Indemnification for Expenses and Liabilities.

- a) Any person who at any time serves or has served:
 - 1) as a director, officer, employee or agent of the Corporation;
 - 2) at the request of the Corporation as a director, officer, partner, trustee, partnership, joint venture, trust, or other enterprise; or
 - 3) at the request of the Corporation as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent from time to time permitted by law against Liability and Expenses in any Proceeding (including without limitation a Proceeding brought by or on behalf of the Corporation itself) arising out of his status as such or activities in any of the foregoing capacities or results from him being called as a witness at a time when he was not a named defendant or respondent to any Proceeding.
- b) The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.
- c) Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of

the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this provision.

- d) The rights granted herein shall not be limited by the provisions contained in Sections 55A-17.1 through 55A-17.3 of the North Carolina Non-Profit Corporation Act or any successor to such statutes.

Section 2. Insurance. Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, partnership, joint venture, trusts, or other enterprise or as a trustee or administrator under an employee benefit plan against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

Section 3. Definitions. The following terms as used in this Article shall have the following meanings. "Proceeding" means any threatened, pending or completed action, suit, or proceeding any appeal therein (and any inquiry or investigation that could lead to such action, suit, or proceeding), whether civil, criminal, administrative, investigative or arbitral and whether formal or informal. "Expenses" means expenses of every kind, including fees. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), reasonable expenses incurred with respect to a proceeding and all reasonable expenses incurred in enforcing the indemnification rights provided herein. "Director", "Officer", "Employee" and "Agent" include the estate or personal representative of a Director, officer, employee, or agent. "Corporation" shall include any domestic or foreign predecessor of this Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

ARTICLE VII

Committees

The Board may appoint Special Committees to assist in the operation of the Corporation. If so the Special Committee shall be governed as follows:

Section 1. Purpose of any Special Committee will be to undertake a project at the behest of the Board.

Section 2. Duration of the Special Committee. The Board may assign duties to Special Committees on an *ad hoc* basis, their responsibilities ending upon completion of the assignment.

Section 3. Recommendations made by the Special Committee. Findings and recommendations shall be presented to the Board.

Section 4. Utilization of Special Committees. The Board may create *ad hoc* committees to perform needed tasks outside the scope of the Corporation and requiring special skills or expertise. Depending on the information gained, Board may determine if compensation is warranted.

ARTICLE VIII

Amendments

Section 1. Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds majority vote at any duly organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

The foregoing amended Bylaws were adopted by the Board of Directors at our annual meeting held on May 20, 2012 and ordered attested by the Secretary and filed as part of the Minutes of the meeting.

Amy Guskiewicz
Secretary

Adopted: May 20, 2012

Corporate Information

Corporate Name:.....McDougle Middle School Mustang Stampede Athletic Booster Club

Employer Identification Number:27-3400277

Annual Meeting:May meeting

Election of Board

Approval by Board of the Corporate Officers

Fiscal Year:August 1 through July 31

Contact information:

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Chapel Hill, NC 27516