

LODI ATHLETIC BOOSTER CLUB, INC.

BY-LAWS

ARTICLE I

NAME AND OFFICE

Section 1. Name. The name of this Corporation shall be Lodi Athletic Booster Club, Inc.

Section 2. Office. The Corporation shall have such office within the State of Wisconsin as may be determined by the Board of Directors. The principal office is currently located at c/o Lodi High School, 1100 Sauk Street, Lodi, Columbia County, Wisconsin 53555.

ARTICLE II

PURPOSES

The purposes of this Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors. The Board shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies or changes therein within the limits of these By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number and Election of Directors. The number of Directors of the Corporation shall be as determined by the Board of Directors, but shall not be less than three (3). The initial number of Directors shall be three (3). Directors shall be elected every year on the fourth Wednesday in April and shall serve a term of one (1) year and until a successor shall have been elected or appointed and qualified. Any vacancy

occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office.

Section 3. Removal of Directors. A Director may be removed from office with or without cause at any time upon a two-thirds (2/3) vote of all of the Directors then in office. As set forth in Section 2 hereof, the Directors may select a successor to any Director who has been removed from office. Such successor shall serve until the next annual meeting of the Directors.

Section 4. Qualifications. The members of the Board of Directors shall be natural persons.

Section 5. Meetings of Directors.

- (a) Annual Meeting. The annual meeting of the Directors shall be called by the President to occur on the fourth Wednesday of April, for the purpose of approving the annual budget and election of new Directors and Officers and such other business as may be brought before it.
- (b) Special Meetings. Special meetings of the Directors shall be held upon the call of the President of the Corporation, or shall be called upon written request submitted to the Secretary of the Corporation by not less than two (2) Directors.
- (c) Notice of Meeting. Notice of any special or adjourned meeting of the Board of Directors shall be given at least two (2) days but not more than fifty (50) days previous thereto by written notice delivered personally or sent by mail to each Director at the Director's last known address as shown on the Corporation's records.
- (d) Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of the affairs of the Corporation. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Compensation. Directors as such shall not receive any stated compensation for their service as Directors but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Corporation.

Section 7. Exoneration of Directors. To the extent of its net worth, the Corporation shall indemnify and hold harmless each present and future Director of the Corporation for liability as a result of errors and omissions committed in the course of serving as Director of the Corporation. The exoneration from liability shall include all expenses, including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of the costs of litigation, reasonably incurred in connection with or arising out of any action, suit, or proceeding in which the Director may be involved by reason of being or having been a Director of the Corporation. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each Director and shall be in addition to all other rights to which the Director shall be entitled as a matter of law. The indemnity from liability under this paragraph shall not include any expenses incurred by a Director where the Director shall be adjudged in the action, suit, or proceeding to be liable for willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of the office as Director. The Corporation shall not be required to indemnify a Director under this paragraph unless the Director has provided written notice of a potential claim which may be asserted against the Director to the corporation within seven (7) days after acquiring knowledge thereof and has fully cooperated with the Corporation in defending the claim against the Director.

ARTICLE IV

OFFICERS

Section 1. Elective Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The President, Vice President, Secretary and Treasurer must be Directors of the Corporation. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, and such Officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. The Officers shall be elected every year by the Board of Directors on the fourth Wednesday in May. Each Elective Officer shall take office upon election and shall serve for a term of one (1) year and until a successor is duly elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 2. President. The President shall be the principal elected officer of the Corporation and shall, in general, perform all duties incident to the office of President and have such other powers and shall perform such other duties as the Board of Directors may from time to time assign.

Section 3. Vice President. At the request of the President or in the event of the President's absence or inability to act, the Vice President shall perform the duties of the

President. In addition, the Vice President shall have such other powers and shall perform such other duties as the Board of Directors may from time to time assign.

Section 4. Treasurer. The Treasurer shall keep an account of all moneys received and expended, make disbursements authorized by the Board of Directors, keep other such books and records as may be necessary and shall perform such other duties as the Board of Directors shall from time to time assign.

Section 5. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. He/she shall give all notices required by statute or By-Law and shall perform such other duties as the Board of Directors shall from time to time assign.

Section 6. Terms of Office. All Offices shall be held for a period of one (1) year or until their successors shall be elected. Officers may serve an unlimited number of terms.

Section 7. Vacancies. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.

Section 8. Removal From Office. Any Officer of the Corporation can be removed from the Office by the vote of a majority of the Directors then in Office. A meeting for the expressed purpose of the removal of an Office may be called in accordance with the provisions for calling a special meeting as set forth in Article III hereof.

Section 9. Exoneration of Officers. To the extent of its net worth, the Corporation shall indemnify and hold harmless each present and future Officer of the Corporation for liability as a result of errors and omissions committed in the course of serving as Officer of the Corporation. The exoneration from liability shall include all expenses, including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, reasonably incurred in connection with or arising out of any action, suit, or proceeding in which the Officer may be involved by reason of being or having been an Officer of the Corporation. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each Officer and shall be in addition to all other rights to which the Officer may be entitled as a matter of law. The indemnity from liability under this paragraph shall not include any expenses incurred by an Officer where the Officer shall be adjudged in the action, suit, or proceeding to be liable for willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved and the conduct of the Office as Officer. The Corporation shall not be required to indemnify any Officer under this paragraph unless the Officer has provided written notice of a potential claim which

may be asserted against the Officer to the Corporation within seven (7) days after acquiring knowledge thereof and has fully cooperated with the Corporation in defending the claim against of the Officer.

ARTICLE V

COMMITTEES

Section 1. Appointment. The President, subject to the approval of the Board of Directors, shall review the need for, name and appoint such standing, special or subcommittees as may be required by the By-Laws or as the President may find necessary.

Section 2. Rules and Regulations. The Board of Directors shall establish such rules and regulations as may be necessary for such committees.

ARTICLE VI

SPECIAL NOTICE AND VOTING PROVISIONS

Section 1. Waiver of Notice. Whenever any notice of whatever type is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Such waiver by a person, in respect to any matter of which notice is required under the provisions of these By-Laws, shall contain the same information as would have been required to have been included in such notice under any applicable provision of these By-Laws, except the time and place of meeting need not be stated.

Section 2. Informal Action. Any action required by these By-Laws to be taken at a meeting or any action which may be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and held.

ARTICLE VII

MISCELLANEOUS

Section 1. Seal. The Corporation shall not have a corporate seal.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on June 30.

Section 3. Use of Funds and Dissolution. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. On dissolution of the Corporation, any remaining funds shall be distributed in accordance with the Articles of Incorporation.

Section 4. No Members. This Corporation shall have no members.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of all the Directors then in office at any duly organized meeting of the Board of Directors.

These By-Laws approved this 15th day of August, 2011.

By:

Terry Conklin

Terry Conklin, Director

Cathy McAnough

Cathy McAnough, Director

Jean M. Steele

Jean Steele, Director