

HULL BOOSTERS CLUB, INC.

BY-LAWS

ARTICLE I-Name.

The name of the organization is the Hull Boosters Club, Inc.

ARTICLE II-Purpose.

The purpose of the organization is to support athletics, academics, and enrichment programs that are offered to Hull High School Students.

ARTICLE III-Nonprofit status.

Hull Boosters Club, Inc. is a nonprofit, charitable corporation formed for the sole purpose of furthering the goals stated in Article II. No part of the earnings or receipts of the corporation shall inure to the benefit of or be distributable to its members, directors or officers. The corporation shall, however, be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE IV-Membership

There shall be one category of membership – general membership. Individuals, organizations, companies or other entities shall become a member of the Hull Boosters Club Inc. upon making a financial or in-kind contribution to the organization and by registering as a member with the Clerk/Secretary of the organization. Each member of legal voting age shall be entitled to one vote at the annual meeting. Corporations, businesses, civic groups and organizations are encouraged to become members, and shall designate in writing to the Board of Directors one representative to vote on its behalf at the annual meeting.

ARTICLE V-Directors, Officers, Duties, Elections.

- A. Directors. The board of Directors shall consist of between three and seven individuals whom the general membership shall elect at the corporation's annual meeting. It shall be the responsibility of the Board of Directors to establish the policies of the corporation, to approve annual budgets, to approve all expenditures of the corporation in excess of \$100.00, to establish committees, and to review and approve any action, activity, project or plan formulated by the committees. At the annual meeting the general membership shall elect from among the elected Board of Directors executive officers consisting of a President, Treasurer, and Clerk. If there are more than three Directors, a Vice President shall also be elected.
- B. Officers. The officers of the corporation shall serve as an executive committee with responsibility for executing the policies set by the Board of Directors and for managing the day to day activities and operations of the corporation. The particular duties of the officers are as follows;
 - 1. The President shall be the chief executive officer of the corporation. The President shall conduct all general meetings, annual meetings, and special meetings, and shall chair all meetings of the Board of

Directors. The President shall be responsible for appointing members of the committees and selecting committee chairpersons. The President shall serve as an ex officio member of all committees, and shall attend the committee meetings or review the minutes of such meetings.

2. The Vice President shall assume the duties of the President in the event of the President's absence. The Vice President shall serve as an ex officio member of all committees except the nominating committee, and shall attend the committees meeting or review the minutes of such meetings. The Vice President shall undertake other responsibilities delegated to him or her by the President or the Board of Directors. It is the intent of these By-laws that the President and the Vice President work closely together.
3. The Treasurer shall maintain all financial records, books and accounts of the corporation. The Treasurer shall make reports to the Board of Directors upon request of the President or board of Directors. Prior to payment, the Treasurer shall present to the Board of Directors for approval all expenses exceeding \$100.00.
4. The Clerk/Secretary shall be the authorized legal representative of the corporation. The clerk shall provide notice of all meetings, and shall take, prepare and maintain accurate minutes of all meetings of the general membership and Board of Directors. Minutes of committee meetings shall be delivered to and maintained by the Clerk.

C. Elections. Election of the Board of Directors/officers at the annual membership meeting shall be by majority vote of those members in attendance. The elected Directors/Officers shall take office at the conclusion of the annual meeting and shall serve for a term of two years or until successors are elected, whichever occurs later. Directors/Officers may be re-elected.

D. Removal of Officers and Directors. Officers and Directors may be removed for due cause upon a two-thirds vote of the general membership' present at a special meeting called for the purpose of considering removal of any officer or Director. Committee members may be removed with or without cause by a vote of a majority of the Board of Directors then in office.

ARTICLE VI — Committees.

There shall be such committees as shall be designated and appointed by the Board of Directors from time to time. The committee shall have such functions as shall be determined by the Board of Directors.

ARTICLE VII- Meetings.

The Board of Directors shall meet quarterly.

The General membership shall meet annually in the month of May.

Special meetings of the General Membership may be called by the President or upon written request of six members to the Board of Directors.

Written notice to the membership shall be given at least seven days prior to the Annual and Special Meetings. In lieu of thereof notice may be accomplished by

publication in the local newspaper one week prior to the meeting. Members may attend the annual meeting by written proxy given to another member or the Board of Directors, which proxy must be signed and dated six weeks or less prior to the annual meeting. The Board of Directors shall develop a form of proxy and provide it to the membership. Proxies shall be delivered to the Clerk for examination for compliance with this paragraph and registration in the official records of the meeting.

Meetings which lack a quorum appearing in person or by proxy (where permitted) may be continued by announcement at the meeting until a quorum is present.

ARTICLE VIII-Quorums and Actions by Consent

A quorum of the Board of Directors shall consist of one-half of the Directors then serving in office, but in no event less than two. Any action voted by a meeting of the Board of Directors at which a quorum was not present may be subsequently be approved by the written consent of a majority of Director (but in no event less than three).

ARTICLE IX-Amendments

There By-Laws may be amended by a majority vote of the Directors then in office at a meeting duly called for the purpose of amending the By-laws and upon two weeks prior written notice of the proposed amendments to all Directors then in office, or by a majority vote of the General Membership present and voting at the meeting at which the amendments are proposed.

Amendments to or restatement of the Articles of Organization of the organization may be made by a majority vote of the Directors then in office, subject to the notice requirements set forth in M.G.L. Chapter 180 Section 6B.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE X-Distributions of Funds in Event of Dissolution

In the event of dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service Law), as the Board of Director shall determine. It is the intent of this by

law, however, that the assets of the corporation be distributed to such qualifying tax exempt organizations that support Hull student athletes; to the extent such organizations may exist and may warrant the receipt of such assets.

ARTICLE XII-Limitation of Liability of Directors and Officers

No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding and provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.