

CODE OF BY-LAWS
OF
AVON SPORTS BOOSTER CLUB INC.
(REVISION, May 2011)

ARTICLE I

Organization: The organization is chartered by the Indiana Secretary of State as a corporation and is recognized as a Non-profit organization under that provisions of The Indiana Not-for-profit Act.

The organization is Registered with the Internal Revenue Service and is recognized as being exempt from federal income tax under Section 501(a) as an organization described in Section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE II

Section 2.01. Name: The name of the organization is:

AVON SPORTS BOOSTER CLUB INC.

Section 2.02. Principal Address: The address of the organization is:

c/o Avon High School
7575 East CR 150 South
Avon, IN 46123

Section 2.03. Fiscal Year: The fiscal year of the organization will be from the first day of July to the last day of June.

ARTICLE III

General Membership

Section 3.01. Members: Any individual, family, or business may be a member of the organization upon payment of dues.

Section 3.02. Dues: Membership dues will be determined by the directors and be payable upon joining the organization. Dues will constitute a contribution and as such are tax deductible under Section 170(c)(2) of the Internal Revenue Service Code.

Section 3.03. Membership Form: The term of membership will be for the school year, starting on June 1 of each year and concluding on May 31. (Hereinafter known as the "membership year".)

ARTICLE IV

THE BOARD of DIRECTORS

Section 4.01. Members: The Board of Directors will consist of one representative from each sports team as sanctioned by the Avon Athletic Department.
All Directors should hold membership in the organization.

The Avon High School Athletic Director will serve on the Board of Directors in a non-voting, advisory capacity.

Section 4.02. Qualifications: Any member of the organization, who is the parent or legal guardian of a student participating on a sanctioned sports team, is eligible to serve as a director.

Section 4.03. Tenure: Directors will serve until they resign or are removed as here-in-after provided.

Section 4.04. Duties: The directors will be charged with the control of the affairs, funds and property of the organization. They will carry out their duties according to the law and in full accordance with these by-laws.

Section 4.05. Meetings: The directors will meet at a time and place prescribed by the president. The time and place of all scheduled meetings will be made public.

Section 4.06. Order of Business: The order of business will be determined by the presiding officer in general accordance with accepted rules of order.

Section 4.07. Quorum: The conduct of business will require a minimum of 10 directors, a majority of which will constitute a quorum. The presiding officer will not vote unless to break a tie.

Section 4.08. Vacancies: Vacant positions will be filled by the coach of the sports team.

Section 4.09. Removal: Any director may be removed by the majority vote of the remaining directors for conduct detrimental to the reputation of the organization, Avon Community Schools, its athletic program, administration or student body.

Section 4.10. Committees: Committees, as deemed necessary may be appointed from the general membership by the President, with the concurrence of the directors.

ARTICLE V

Executive Officers

Section 5.01. The executive officers will be: President; Vice-President; Secretary and Treasurer.

Section 5.02. Election of Officers: The executive officers will be elected in May by nomination and vote of the directors.

Section 5.03. Qualifications: Any director may hold an executive office.

Section 5.04. Duties of Office:

President: The president will have executive management responsibility to the organization, subject to the oversight of the directors. He/she will chair all board meetings and, in general, perform the duties incident to the office.

Vice-President: The Vice President will be the second officer in line of succession and will perform the duties of the President in his/her absence.

Secretary: The Secretary will maintain official organization records, insure timely filing of Corporate State and Federal tax returns and reports as required and insure compliance with not-for profit statutes. He/she will maintain the organization correspondence.

Treasurer: The treasurer will receive and record the amount and source of all income and insure timely deposits. He/she will remit funds to pay all invoices, bills and accounts payable as approved by the directors. He/she will maintain proper and accurate financial records and certify to their correctness.

Section 5.05. Terms of Office: The executive officers will serve for the "membership year", starting from June 1 and ending May 31, or until they resign or are removed from office.

Section 5.06. Vacancies: Executive office vacancies will be filled by nominations and elections from the directors.

Section 5.07. Resignation: An executive officer may resign at any time upon written notice of his/her intent to the Secretary. Such resignation will not, in and of itself, constitute a resignation as a director.

Section 5.08. Removal: An executive officer may be removed from office by a majority vote of the remaining directors for misconduct or failure to perform the duties of the office. Removal from office will not, in and of itself, constitute removal as director.

ARTICLE VI

Section 6.01. Annual audit: The President will appoint an auditing committee to examine all financial records within thirty (30) days of the fiscal year end. The audit report will consist of an approved audit checklist. The audit report will be annotated by the auditing committee, attested by the Secretary and made part of the public record.

Section 6.02: All checks and orders for payment will require the signatures of TWO (2) executive officers. Bank Signature cards will be updated as officers change.

ARTICLE VII

Indemnification of Directors and Officers

The corporation shall indemnify any person made a party to any action, lawsuit or proceedings by reason of the fact that he/she, his/her testator or intestate is, or was, a directors, officer or committee member of any authorized body of the Avon Sports Booster Club, against reasonable expenses, including attorney fees, actually and necessarily incurred by him/her in connection with the defense of such action, lawsuit or proceeding or in connection with any action or appeal therein except in relations to matters as to which it shall be adjudged in such action, lawsuit or proceeding that such director, officer or committee member is liable for negligence or misconduct in the performance of his/her duties. The corporation shall also reimburse to any such director, officer or committee member the reasonable costs of settlement of any such action, lawsuit or proceeding if it shall be found by a majority of the

remaining board members not involved in the matter in controversy (whether or not a quorum) that is to the best interest of the corporation that said settlement be made and that such director, officer or committee member acted in good faith and was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or committee member shall be entitled to apart from the provisions of these articles.

ARTICLE VIII

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 federal tax code.

No part of net earnings of the organization shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private 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 purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by any organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county which the principal office of the organization 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 purpose.

This Code of By-laws is an integral part of the Articles of Incorporation.