

**AMENDED AND RESTATED BYLAWS
OF
SHANLEY ATHLETIC CLUB**

**ARTICLE I.
NAME**

The name of the club is **Shanley Athletic Club**.

**ARTICLE II.
PURPOSES**

The purpose of the Shanley Athletic Club (“SAC”) is to promote and support all sports and athletic events at Shanley High School, Sullivan Middle School, Nativity Elementary School, Holy Spirit Elementary School and Trinity Elementary School (hereinafter collectively referred to as “Shanley High School”) located in Fargo, North Dakota and to financially assist the Shanley High School Athletic Department in the development and maintenance of a well-rounded athletic program for all students attending Shanley High School.

**ARTICLE III.
POLICIES**

- A. Objectives. The objectives of SAC shall be developed and accomplished through fundraising, committees, projects and activities as determined by the Board of Directors from time to time.
- B. Nonprofit. Because of its association with Shanley High School, all activities of SAC shall be conducted in such a manor so as not to jeopardize the tax exempt status of Shanley High School under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. As such, the activities of SAC shall be for charitable, educational, religious and scientific purposes. SAC shall not engage in any political activities or endorse any political candidate.
- C. School Policies. SAC shall not seek to direct the administrative activities of Shanley High School or to control any school policies. It shall seek to make such recommendations as it deems appropriate for the effective operation of the Shanley High School Athletic Department.
- D. Cooperation. SAC may cooperate with other organizations and agencies active in the promotion of sports and athletic events for the purpose of advancing and achieving its objectives.

ARTICLE IV.
MEMBERSHIP AND DUES

- A. Members. Any person interested in the development of the athletic program of Shanley High School and in the promotion of the objectives of SAC, willing to uphold its policies and bylaws, may become a member of SAC upon payment of dues as determined by the Board of Directors from time to time. Members shall not have any rights with respect to the election of the Board of Directors or Officers of SAC.
- B. Dues. The fiscal year of SAC shall commence on July 1 of each year and shall continue through June 30 of the following year. Annual dues for members shall be due and payable on or before September 15 of each year and shall be no less than \$25.00 a family.
- C. Clergy/Teachers. All clergy and teachers of Shanley High School shall be admitted to membership, upon request, without any obligation to pay dues.

ARTICLE V.
DIRECTORS

- A. Number. The affairs of SAC shall be managed by a Board of eighteen (18) Directors. The Directors must be individuals and shall be elected annually at the May meeting of SAC, or at such other meeting as determined by the Board in the absence of a May meeting. The number of Directors may be increased or decreased from time to time by a modification of this section. The Directors shall take office on June 1 in the year of which they are elected.
- B. Board Make-up. The Board shall consist of fourteen (14) at-large members and the president, vice president, secretary and treasurer of SAC, all of whom shall be voting members. The Athletic Director(s) of Shanley High School shall be non-voting members of the Board and shall act in the capacity of liaison and coordinator between Shanley High School and SAC.
- C. Vacancies. Vacancies on the Board of Directors shall be filled by the remaining Directors. The appointed Director shall serve until a successor is elected as provided in paragraph A. above.
- D. Meetings. Meetings of the Board of Directors shall be held monthly during the academic school year and at such other times as the Board, from time to time, may determine. Special meetings of the Board may be called by the president or by a majority of the members of the Board. Notice of any meeting of the Board may be waived by the Board members.
- E. Location. Meetings of the Board shall be held at Shanley High School or at such other locations as the Board, from time to time, determine.

- F. Compensation. The Directors shall serve without compensation.
- G. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, the Directors present shall adjourn the meeting.
- H. Duties. The Board of Directors may do all such lawful acts and things as may be necessary for the proper management of SAC. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of SAC as they deem proper, not inconsistent with these Bylaws or the laws of North Dakota. In addition, the Board shall approve all plans and recommendations of any committees established by the Board, from time to time, and consider and approve, as appropriate, all expenses of SAC within the limits of the budget of SAC.
- I. Removal. Any member of the Board may be removed from the Board with or without cause, by a vote of a majority of the Board at any meeting of the Board.
- J. Electronic Communications. Meetings of the Board may utilize electronic communications subject to the following:
1. Simultaneous Participation. A conference among the Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a Board meeting if the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting.
 2. Other Conferences. A Director may participate in a Board meeting not described in subsection (1) of this paragraph K. by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.
- K. Notice. Notice of any meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail or email to each Director at such Director's address or email address as shown by the records of SAC. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at nor the purpose of, any annual or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- L. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of

Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

- M. Manner of Acting. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

- N. Indemnification of Directors. Any Director who was or is involved or is threatened to be involved, as a party or otherwise, in any threatened, pending or completed action, suit or proceeding, including any appeal relating thereto, whether civil, criminal, administrative or investigative (other than an action by or in the right of SAC) by reason of the fact that he or she is or was a Director of SAC, shall be in accordance with this Article V be indemnified by SAC against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding or the defense thereof, if the Director acted in good faith and in a manner the Director reasonably believed to be in or not opposed to the best interests of SAC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea to nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the Director reasonably believed to be in or not opposed to the best interests of SAC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. Within a reasonable time after the institution of an action, suit or proceeding, the person seeking indemnity shall give SAC, written notice thereof together with a copy of any complaint or declaration filed therein. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by SAC in advance of the final disposition of such action, suit or proceeding as authorized by SAC in the specific case upon receipt of an undertaking by or on behalf of the Director, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by SAC as authorized in this Article.

ARTICLE VI. **OFFICERS**

- A. Officers. The Board of Directors shall periodically elect from its members a President, Vice President, Secretary and Treasurer. The Board may elect other officers as may be necessary or who may or may not be members of the board. Officers shall be elected to serve a term of two (2) years or until their successors are elected. The election of officers shall take place at the May meeting of SAC, as necessary.

- B. Nominations. Nominations for officers shall be made by a Nomination Committee of at least three (3) members of the Board appointed by the President at least one month prior to the election of officers. The Nomination Committee shall report at the election meeting the name of at least one candidate for each office to be filled. The consent of candidates must be obtained before their name is placed in nomination. Additional nominations may

be made from the floor provided the consent of each candidate has been obtained before their name is placed in nomination.

- C. Vacancies. A vacancy occurring in an office shall be filled by the Board of Directors, except in the case of a vacancy in the office of President, in which case the vice president shall assume that office and a vice president shall be appointed by the Board of Directors.
- D. Effective Date. Elected officers shall take office on June 1st in the year of which they are elected.
- E. Duties of Officers. The duties and powers of the officers of SAC shall be as follows:
 - 1. *President.* The President shall preside at all meetings of the Board of Directors. The President shall communicate to the Board such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of SAC and shall perform such duties as are necessary to the office of the President.
 - 2. *Vice President.* In case of the death, disability, incapacity or absence of the President, the Vice President shall perform the duties of President. The Vice President shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors.
 - 3. *Secretary.* The Secretary shall:
 - a. Attend all meetings of the Board of Directors and all proceedings of the meetings;
 - b. Give, or cause to be given, notice of all meetings of the Board of Directors;
 - c. Be the custodian of the records of SAC; and
 - d. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
 - 4. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall:
 - a. Have charge and custody of and be responsible for all funds and securities of SAC;
 - b. Receive and give receipts for money due and payable to SAC from any source whatsoever and deposit all such money in the same of SAC in such

banks, trust companies or other depositories as shall be selected by the Board of Directors;

- c. Following the close of each fiscal year, the Treasurer shall produce an annual accounting of the books and records of SAC to the Board of Directors; and
- d. Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- e. Any officer who was or is involved or is threatened to be involved, as a party or otherwise, in any threatened, pending or completed action, suit or proceeding, including any appeal relating thereto, whether civil, criminal, administrative or investigative (other than an action by or in the right of SAC) by reason of the fact that he or she is or was an officer of SAC, shall in accordance with this Article VI be indemnified by SAC against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding or the defense thereof, if the officer acted in good faith and in a manner the officer reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that this conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea to nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the officer reasonably believed to be in or not opposed to the best interests of SAC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. Within a reasonable time after the institution of an action, suit or proceeding, the person seeking indemnity shall give SAC written notice thereof together with a copy of any complaint or declaration filed therein. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by SAC in advance of the final disposition of such action, suit or proceeding as authorized by SAC in the specific case upon receipt of an undertaking by or on behalf of the officer, to repay such amount unless it shall ultimately be determined that such officer is entitled to be indemnified by SAC as authorized in this Article VI.

F. Removal. Any officer may be removed from office with or without cause, by a vote of a majority of the Directors at any meeting of the Board of Directors.

ARTICLE VII.
COMMITTEES

- A. Authority to Establish. The Board of Directors, by majority vote, may establish a committee or committees for any purpose in connection with the management or business of SAC. Committees are subject at all times, to the direction and control of the Board.
- B. Members. Committee members must be individuals, but need not be Directors. All committees must consist of one or more persons.
- C. Duration. The duration of any committee established by the Board shall be fixed by the Board in its resolution establishing the committee.

ARTICLE VIII.
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the majority vote of the Board of Directors.

ARTICLE IX.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- A. Contracts. The Board of Directors may, from time to time, authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of SAC and such authority may be general or confined to specific instances.
- B. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SAC shall be signed by at least one officer of SAC.
- C. Deposits. All funds of SAC shall be promptly deposited, from time to time, to the credit of SAC in such banks, trust companies or other depositories as SAC may select.
- D. Gifts. SAC may accept any contribution, gift, bequests, or devise for the general purposes or for any special purposes of SAC.

ARTICLE X.
BOOKS, RECORDS AND FISCAL YEAR

- A. Books and Records. SAC shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and shall keep, at its principal office, a record giving the names of the Board of Directors entitled to vote.
- B. Financial Reports. Immediately following the close of each fiscal year, SAC shall produce an annual accounting of its books and records to its Board of Directors. Such financial reports are to be presented to the President as soon as possible, who will, in

turn, present it to the Board of Directors at the next regular meeting, or at a special meeting if deemed necessary by the President.

Adopted by Resolution of the Board of Directors on September 13, 2017.