

Bylaws of Silver Hawks Booster Club

Pursuant to the Nebraska Non-Profit Corporation Act and the Articles of Organization, the undersigned Directors do hereby adopt the Bylaws of the Corporation (referred throughout as "Silver Hawks Booster Club") to provide as follows:

Article I. Purpose

Section 1. Purpose. In an effort to ensure that each participating student has the necessary resources and assistance to perform at his or her greatest potential in his or her respective activity, sport or performing arts group, the purposes for which the Silver Hawks Booster Club is organized are:

- (a) To stimulate and sustain interest among both parents and students in the activities, athletics and performing arts groups organized, operated and supervised by Lincoln Southwest High School;
- (b) To support and assist the various activities, athletics and performing arts groups organized, operated and supervised by Lincoln Southwest High School;
- (c) To provide financial assistance for the various activities, athletics and performing arts groups organized, operated and supervised by Lincoln Southwest High School; and
- (d) To promote community interest and involvement in the various activities, athletics and performing arts groups organized, operated and supervised by Lincoln Southwest High School.
- (e) To ensure all proceeds from Booster Club activities are used for the benefit of supporting school activities and/or the school itself.
- (f) To distribute proceeds (amount to be determined) to qualified school activities organizations on an equitable basis.
- (g) To maintain records and accountability of amount of proceeds distributed to qualified school activities organizations and for the school itself.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, the Silver Hawks Booster Club shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from federal income tax under Section 501(c)(3) or Section 504(c)(4), as applicable, of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended (the "Code"); or
- (b) A corporation to which contributions are deductible under Section 170(c)(2) of the Code.

Article II. Offices

The principal office of the Silver Hawks Booster Club in the State of Nebraska will be located at Lincoln Southwest High School, 7001 S 14th Street, in the City of Lincoln, County of Lancaster, 68512. The Silver Hawks Booster Club may have such other offices, either within or outside of the State of Nebraska, as the Coordinating Board may determine or as the affairs of the Silver Hawks Booster Club may require from time to time.

The Silver Hawks Booster Club will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Coordinating Board.

Article III. Members

Section 1. Eligibility. The membership of the Silver Hawks Booster Club shall be open to:

(a) Individual Members. All persons of good character who have paid the full membership fees set by the Coordinating Board for their membership and have completed the membership application, including but not limited to, all parents or legal guardians of students that attend Lincoln Southwest High School and all Lincoln Southwest High School faculty and staff; and

(b) Company Members. All partnerships, corporations or other business or professional entities of good business reputation that have paid the full membership fees set by the Coordinating Board for their membership and have completed the membership application. A Company Member shall select an officer from within its organization to be its authorized representative. Said authorized representative may cast the vote of the Company Member in all elections.

Section 2. Term. Membership in the Silver Hawks Booster Club shall expire annually on June 30th following the school year for which the membership fees have been paid. Any individual or company wishing to continue as a member of the Silver Hawks Booster Club shall be required to pay the full membership fee and shall complete any required membership application for the subsequent school year.

Section 3. Annual Meeting. The annual meeting of the members shall be held in Lincoln, Nebraska, on the third Monday of April. At the annual meeting, the President and the Executive Treasurer shall report on the activities and financial condition of the Silver Hawks Booster Club. The members shall consider and act upon such other matters as may be properly placed before the membership consistent with Nebraska law and these Bylaws.

Section 4. Special Meeting. Special meetings of the members may be called by the President at any time or upon demand in writing of at least five (5%) of the members.

Section 5. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President or persons calling the meeting, to each member of record. If mailed, the notice shall be deemed

delivered when deposited in the United States mail addressed to the members at the address appearing on the membership list of the Silver Hawks Booster Club, postage prepaid.

Section 6. Record Date. Members entitled to notice of, and to vote at any meeting of members, or any adjournment thereof, shall be those members who have voting privileges and are otherwise in good standing at the close of business on the business day preceding the day on which the notice is given.

Section 7. Voting Lists. The Executive Secretary shall make, at least two (2) business days after notice is given of the meeting of the members, a complete record of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of each member. The list shall be kept on file at the registered office of the Silver Hawks Booster Club and shall be subject to inspection of any member at any time during usual business hours. Such record, or a duplicate thereof, shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole of the meeting.

Section 8. Quorums. At any duly called meeting of the members of the Silver Hawks Booster Club, one-tenth (1/10) of the members shall constitute a quorum; provided, however, unless one-third (1/3) or more of the voting power is present, the only matters that may be voted upon at any annual or special meeting of the members will be those matters described in the meeting notice.

Section 9. Voting. Each member shall be entitled to one vote on each matter voted on by the members. If a quorum is present, the affirmative vote of a majority of the votes represented shall be the act of the members, unless Nebraska law requires a greater vote or voting by class.

Section 9a Electronic voting is an option for approving board items whereby the agenda for approval would disseminated no less than seven days in advance of the vote, would require a quorum for approval and would be intended for action items that fall outside of the normal meeting protocol.

Article IV. Coordinating Board

Section 1. Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and the affairs of the Silver Hawks Booster Club shall be managed under the direction of its Coordinating Board.

Section 2. Number and Qualification. The business and affairs of the Silver Hawks Booster Club shall be managed by a Coordinating Board consisting of seventeen (17) directors. Although the number and qualifications of directors may be changed from time to time by amendment of these Bylaws, no change shall affect the incumbent directors during the terms for which they were elected. The number of Directors and the duration of their terms may be changed by the vote of majority of the directors in office.

Section 3. Members. The Coordinating Board shall consist of the elected officers of the Silver Hawks Booster Club serving the following offices: President, Executive Vice President, Executive Secretary, Executive Treasurer, Store Manager, Public Relations Chairperson, Fund-Raising Chairperson, Membership Chairperson, SCRIP Chairperson, President of Athletics and Activities, Vice President of Athletics and Activities, Secretary of Athletics and Activities,

Treasurer of Athletics and Activities, President of Performing Arts, Vice President of Performing Arts, Secretary of Performing Arts, and Treasurer of Performing Arts.

Section 4. Regular Meetings. Unless otherwise directed by the Coordinating Board, regular meetings of the Coordinating Board shall be held on the third (3rd) Monday of each month at Lincoln Southwest High School beginning at 7:30 p.m.

Section 5. Special Meetings. Special meetings of the Coordinating Board, Athletic Board, or Performing Arts Board may be called by any officer then in office.

Section 6. Notice of Special Meeting. Notice of all special meetings of the Athletics, Performing Arts, or Coordinating Board shall be preceded by at least two (2) days' notice to each director of the date, time and place, but need not specify the purpose of such meeting. Any Board action to remove a director or to approve a matter that would require approval by members of the Silver Hawks Booster Club, if the Silver Hawks Booster Club had members, shall not be valid until each director is given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to the Nebraska Non-Profit Corporation Act.

Section 7. Chair. At all meetings of the Coordinating Board, the President, or in his or her absence or inability, the Executive Vice President, or in both their absence or inability, a Chair chosen by those Directors present shall preside.

Section 8. Quorum. At all meetings of the Athletics, Performing Arts, or Coordinating Board, a majority of the Directors in office immediately before the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Athletic, Performing Arts or Coordinating Board.

Section 9. Compensation. Directors shall not receive any stated salary or compensation for their services as Directors.

Section 10. Action by Consent. Any action required or permitted to be taken by the Athletics, Performing Arts, or Coordinating Board may be taken without a meeting, if the action is taken by all of the members of the appropriate Board and thereafter evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken.

Section 11. Removal of Directors. Directors may be removed in the manner provided by the Nebraska Non-Profit Corporation Act.

Section 12. Loans to Officers and Directors. The Silver Hawks Booster Club shall not lend money to nor guarantee the obligation of any Director or officer of the Silver Hawks Booster Club.

Article V. Officers

Section 1. Officers. The officers of the Silver Hawks Booster Club shall be a President, an Executive Vice President, an Executive Secretary, an Executive Treasurer, a Store Manager, a Public Relations Chairperson, a Fund-Raising Chairperson, a Membership Chairperson, a SCRIP Chairperson, a President of Athletics and Activities, a Vice President of Athletics and

Activities, a Secretary of Athletics and Activities, a Treasurer of Athletics and Activities, a President of Performing Arts, a Vice President of Performing Arts, a Secretary of Performing Arts, and a Treasurer of Performing Arts. The Coordinating Board may elect or appoint such other officers, including one or more Assistant Secretaries, one or more Assistant Treasurers, or one or more Assistant Store Managers as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Coordinating Board.

Section 2. Election and Term of Office. The officers of the Silver Hawks Booster Club shall be elected at the Annual Meeting of the Coordinating Board. A majority of votes cast by the Booster Club members in attendance will constitute an election. Officers will serve a two (2) year term beginning July 1 and ending June 30 of the appropriate year. No officer may serve more than one consecutive term in the same office unless no nominee comes forward to fill the vacant office. Each officer shall hold office until her or her successor has been duly elected and qualified unless his or her service is earlier terminated because of death, resignation or removal.

Any current member may recommend a nomination of a potential officer to the Nominating Committee. Nominations will be taken from thirty (30) days prior to the annual meeting of the members through the last business day prior to the day on which notice is delivered to members in accordance with Article III, Section 5 of these Bylaws. Only individuals who have consented and agreed to serve shall be eligible for nomination.

Section 3. Resignation. Any officer may resign at any time by giving notice of such resignation to the Coordinating Board or to the President or Executive Secretary of the Silver Hawks Booster Club. Resignation shall be effective when the notice is effective unless the notice specifies a future date. If a resignation is made effective at a future date and the Silver Hawks Booster Club accepts the future effective date, the Coordinating Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Coordinating Board for the unexpired portion of the term.

Section 5. President. The President Executive Officer will be the principal executive officer of the Silver Hawks Booster Club and will in general supervise and control all of the business and affairs of the organization. He or she will preside at all meetings of the Coordinating Board. He or she may sign, with the Executive Secretary or any other proper officer of the Silver Hawks Booster Club authorized by the Coordinating Board, any deeds, mortgages, bonds, contracts or other instruments which the Coordinating Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Coordinating Board or by these Bylaws or by statute to some other officer or agent of the Silver Hawks Booster Club; and in general he or she will perform all duties incident to the office of President and such other duties as may be prescribed by the Coordinating Board from time to time.

The President shall review annually the distribution reports of Booster Club proceeds and distribution report of any approved affiliated Booster club sub group (i.e. touchdown club, tip off club, Patron members) etc. To ensure compliance with funds being utilized for the support of qualified school activities organizations and the school itself.

Section 6. Executive Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Executive Vice President will perform the duties of the President,

and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President will perform such other duties as from time to time may be assigned by the President or by the Coordinating Board.

Section 7. Executive Secretary. The Executive Secretary will keep the minutes of the meetings of the Coordinating Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Silver Hawks Booster Club, if any, and see that the seal of the Silver Hawks Booster Club, if any, is affixed to all documents, the execution of which on behalf of the Silver Hawks Booster Club under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each Director which shall be furnished to the Executive Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Coordinating Board.

Section 8. Executive Treasurer. If required by the Coordinating Board, the Executive 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 Coordinating Board shall determine. The Executive Treasurer will have charge and custody of and be responsible for all funds and securities of the Silver Hawks Booster Club; receive and give receipts for monies due and payable to the Silver Hawks Booster Club from any source whatsoever, and deposit all such monies in the name of the Silver Hawks Booster Club in such banks, trust companies or other depositories as are selected by the Coordinating Board; and in general perform all the duties incident to the office of Executive Treasurer and such other duties as from time to time may be assigned by the President or by the Coordinating Board.

The Executive Treasurer shall review monthly the overall financial reports of the Booster Club and monthly reports of every sub group to ensure compliance with said purpose of the Booster Club distribution of funds. The Executive Treasurer shall meet with the Store Manager prior to the fiscal year to establish a business plan to include budget, projected revenue and expenses for the operation of the Silver Hawk Authentic Store.

The Executive Treasurer shall annually, within one month of the close of the current fiscal year, select an audit committee to perform a cursory review of the financial transactions to ensure compliance with said Booster Club purpose. Audit committee must consist of a minimum of four members of the Booster Club. One member must be the President, and three members may be any member in good standing with the exception of any sub group treasurer or Store Manager.

Section 9. Store Manager. The Store Manager shall be responsible for the management of the Booster Club store, hereinafter referred to as Silver Hawk Authentic. The Silver Hawk Authentic Store will provide for sale merchandise that is deemed approved by the school for promoting school spirit, community involvement and that will generate a profit to further support school activities and the school itself. The Store Manager shall meet with the Executive Treasurer to establish a business plan to include budget, projected revenue and expenses for the operation of the Silver Hawk Authentic Store. The Store Manager should maintain an inventory of the store's merchandise and provide the Coordinating Board with a report updating Silver Hawk Authentic activity at each Board meeting.

Section 10. Public Relations Chairperson. The Public Relations Chairperson shall be responsible for communicating and advertising the Silver Hawks Booster Club's events via all communication and media platforms available within/outside of Lincoln Southwest High School,

with a primary focus on the Silver Hawks Booster Club's fund-raising events. The Public Relations Chairperson shall also be responsible for maintaining the Booster website. The Public Relations Chairperson shall provide the Coordinating Board with a report updating publicity efforts at each Board meeting.

Section 11. Fund-Raising Chairperson. The Fund-Raising Chairperson shall be responsible for providing ideas and coordinating the Silver Hawks Booster Club's fund-raising activities. This may also include conducting research on and/or writing grants to secure funds to support the Silver Hawks Booster Club's mission. The Fund-Raising Chairperson shall maintain a master list of donors along with the donations of each donor. The Fund-Raising Chairperson shall provide the Coordinating Board with a report updating the Silver Hawks Booster Club's fund-raising efforts at each Board meeting.

Section 12. Membership Chairperson. The Membership Chairperson shall be responsible for promoting and encouraging membership of parents, staff, businesses, and the community in the Silver Hawks Booster Club. The Membership Chairperson will be responsible for developing and distributing membership materials, providing messaging for Parent Meetings, submitting membership dues to the Executive Treasurer, and maintaining a membership database. The Membership Chairperson is encouraged to create a network of communications that highlight Booster activity and value of membership. The Membership Chairperson shall provide the Coordinating Board with a report updating the Silver Hawks Booster Club's membership efforts at each Board meeting.

Section 13. SCRIP Chairperson. The SCRIP Chairperson shall be responsible for promoting and overseeing all activities related to SCRIP sales, including maintaining SCRIP inventory, submitting deposits of SCRIP proceeds, and ensuring the delivery or pick-up of the purchased SCRIP on behalf of the Silver Hawks Booster Club. The SCRIP Chairperson may choose to utilize a team of volunteers to assist with sign-up, maintenance of order forms, distribution of communications, filling orders, monitoring the bank account, on-line administration of website, and managing inventory. The SCRIP Chairperson shall provide the Coordinating Board with a report updating the SCRIP activity at each Board meeting.

Section 14. At Large Member The Coordinating Board, Performing Arts Committee and Athletics Committee shall each have one At-Large Member. The At-Large Member is a full voting member of the board or committee and serves a one year term.

Section 15. President of Athletics and Activities. The President of Athletics and Activities will be the principal officer of the Athletic and Activities Committee and will preside at all meetings of the Athletic and Activities Committee to provide general supervision and control of all the business affairs of the Athletic and Activities Committee. The President of Athletics and Activities shall act as a liaison between and among the school administration, sponsors/coaches, parent representatives, the Coordinating Board and the Silver Hawks Booster Club's members. The President of Athletics and Activities shall be in regular and constant communication with the Coordinating Board and shall perform such other duties as assigned by the Coordinating Board.

Section 16. Vice President of Athletics and Activities. In the absence of the President of Athletics and Activities or in the event of the inability or the refusal to act, the Vice President of Athletics and Activities shall perform the duties of the President of Athletics and Activities. The Vice President of Athletics and Activities shall attend the meetings of the Athletic and Activities Committee and

shall perform such other duties as from time to time may be assigned by the President of Athletics and Activities or by the Coordinating Board.

Section 17. Secretary of Athletics and Activities. The Secretary of Athletics and Activities shall keep the minutes of the meetings of the Athletics and Activities Committee in one or more books provided for that purpose and shall be responsible for publishing the minutes via e-mail to the Athletics and Activities Committee and providing a copy for review at each meeting. The Secretary of Athletics and Activities shall be the custodian of the records of the Athletics and Activities Committee and shall perform such other duties as from time to time may be assigned by the President of Athletics and Activities or by the Coordinating Board.

Section 18. Treasurer of Athletics and Activities. The Treasurer of Athletics and Activities will have charge and custody of and be responsible for all funds and securities of the Athletics and Activities Committee and shall coordinate with the Executive Treasurer. The Treasurer of Athletics and Activities shall prepare monthly reports and present them at each regular and special of the Athletics and Activities Committee. Reports will also be shared with the Executive Treasurer of the Coordinating Board on a monthly basis. The Treasurer of Athletics and Activities shall receive and give receipts for monies due and payable to the Athletics and Activities Committee from any source whatsoever, and deposit all such monies in the name of the Silver Hawks Booster Club in such banks, trust companies or other depositories as are selected by the Coordinating Board. The Treasurer of Athletics and Activities shall perform such other duties as from time to time may be assigned by the President of Athletics and Activities or by the Coordinating Board.

Section 19. President of Performing Arts. The President of Performing Arts will be the principal officer of the Performing Arts Committee and will preside at all meetings of the Performing Arts Committee to provide general supervision and control of all the business affairs of the Performing Arts Committee. The President of Performing Arts shall act as a liaison between and among the school administration, sponsors/coaches, parent representatives, the Coordinating Board and the Silver Hawks Booster Club's members. The President of Performing Arts shall be in regular and constant communication with the Coordinating Board and shall perform such other duties as assigned by the Coordinating Board.

Section 20. Vice President of Performing Arts. In the absence of the President of Performing Arts or in the event of the inability or the refusal to act, the Vice President of Performing Arts shall perform the duties of the President of Performing Arts, and when so acting, shall have all the powers of and be subject to all the qualifications and restrictions of the President of Performing Arts. The Vice President of Performing Arts shall attend the meetings of the Performing Arts Committee and shall perform such other duties as from time to time may be assigned by the President of Performing Arts or by the Coordinating Board.

Section 21. Secretary of Performing Arts. The Secretary of Performing Arts shall keep the minutes of the meetings of the Performing Arts Committee in one or more books provided for that purpose and shall be responsible for publishing the minutes via e-mail to the Performing Arts Committee and providing a copy for review at each meeting. The Secretary of Performing Arts shall be the custodian of the records of the Performing Arts Committee and shall perform such other duties as from time to time may be assigned by the President of Performing Arts or by the Coordinating Board.

Section 22. Treasurer of Performing Arts. The Treasurer of Performing Arts will have charge and custody of and be responsible for all funds and securities of the Performing Arts Committee

and shall coordinate with the Executive Treasurer. The Treasurer of Performing Arts shall prepare monthly reports and present them at each regular and special of the Performing Arts Committee. Reports will also be shared with the Executive Treasurer of the Coordinating Board on a monthly basis. The Treasurer of Performing Arts shall receive and give receipts for monies due and payable to the Performing Arts Committee from any source whatsoever, and deposit all such monies in the name of the Silver Hawks Booster Club in such banks, trust companies or other depositories as are selected by the Coordinating Board. The Treasurer of Performing Arts shall perform such other duties as from time to time may be assigned by the President of Performing Arts or by the Coordinating Board.

Section 23. Assistant Treasurers, Assistant Secretaries and Assistant Store Managers. The Assistant Treasurers, Assistant Secretaries, or Assistant Store Manager, in general, shall perform such duties as shall be assigned to them by the Executive Treasurer, the Treasurer of Athletics and Activities, the Treasurer of Performing Arts, the Executive Secretary, the Secretary of Athletics and Activities, the Secretary of Performing Arts, and/or the Store Manager, as the case may be, or by the President or the Coordinating Board. Assistant Treasurers, Assistant Secretaries, and Assistant Store Managers have no voting privileges when a vote of the Coordinating Board officers is called.

Section 24. Removal of Officers. Any officer elected or appointed by the Coordinating Board may be removed by majority vote of the members of the Coordinating Board whenever in its judgment the best interests of the Silver Hawks Booster Club would be served thereby.

Section 25. Compensation. Officers shall not receive any stated salary or compensation for their services as officers.

Article VI. Committees

Section 1. Athletics and Activities Committee. The Athletics and Activities Committee shall, to the extent permitted by law, have and may exercise such powers as the Coordinating Board in the management of the business and affairs of the Silver Hawks Booster Club with respect to the athletics and activities groups as shall be delegated to it by the Coordinating Board. The Athletics and Activities Committee shall consist of the President of Athletics and Activities, Vice President of Athletics and Activities, Secretary of Athletics and Activities, and Treasurer of Athletics and Activities. The Athletics and Activities Committee shall not have any power to commit the Silver Hawks Booster Club in matters of policy, but shall have the power to act upon the administrative and operational issues involving the athletics and activities groups that arise between Board meetings.

Section 2. Performing Arts Committee. The Performing Arts Committee shall, to the extent permitted by law, have and may exercise such powers as the Coordinating Board in the management of the business and affairs of the Silver Hawks Booster Club with respect to the performing arts groups as shall be delegated to it by the Coordinating Board. The Performing Arts Committee shall consist of the President of Performing Arts, Vice President of Performing Arts, Secretary of Performing Arts, and Treasurer of Performing Arts. The Performing Arts Committee shall not have any power to commit the Silver Hawks Booster Club in matters of policy, but shall have the power to act upon the administrative and operational issues involving the performing arts groups that arise between Board meetings.

Section 3. Nominating Committee. The Nominating Committee shall, to the extent permitted by law, have and may exercise such powers of the Coordinating Board in the management of the

business and affairs of the Silver Hawks Booster Club with respect to soliciting, evaluating, and bringing forth those nominees for elected officer positions. The Nominating Committee shall consist of the Executive Vice President (serving as Chair) and three (3) volunteers from the Coordinating Board, Athletics and Activities Committee, and/or Performing Arts Committee. In the event that the Executive Vice President is unable to serve as the Chair, the Chair shall be determined by a vote of the Coordinating Board. Nominating Committee members may be candidates for any elected officer positions for the election year in which they serve.

Section 4. Other Committees. Other committees not having and exercising the authority of the Coordinating Board in the management of the Silver Hawks Booster Club may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 5. Regular Meetings. Unless otherwise directed by the individual committee, the Athletics and Activities Committee and the Performing Arts Committee shall hold a regular monthly meeting on the third (3rd) Monday of the month at Lincoln Southwest High School beginning at 6:30 p.m. The Nominating Committee shall hold regular meetings as directed by the members of the committee.

Section 6. Special Meetings. Special meetings of the individual committees may be called by any member of the committee upon seven (7) days' notice to the other committee members.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Coordinating Board.

Article VII. Parent Representatives

Section 1. General Powers and Qualifications. The Athletics and Activities Committee and the Performing Arts Committee shall each appoint one Overall Parent Representative (i.e. Football Overall Parent Representative; Instrumental Music Overall Parent Representative). The Athletics and Activities Committee and the Performing Arts Committee may also appoint one or more Parent Representatives for any given group representing different levels (i.e. varsity, junior varsity, reserve and freshman football; orchestra, marching band, jazz band, concert band). Each Parent Representative shall have a student participating in an activity which the committee represents and shall be a paid member of the Silver Hawks Booster Club.

Section 2. Duties and Responsibilities. The Overall Parent Representative will be in contact with the coach/sponsor, Athletics or Performing Arts Board and Silver Hawks Booster Club to help plan activities in cooperation with the coach/sponsor and the Silver Hawks Booster Club. The different level Parent Representatives shall be available to help the Overall Parent Representative and the coach/sponsor plan and implement activities. The Overall Parent Representatives shall attend meetings of their respective Committees for the entire school year. Any Parent Representative is expected to follow the guidelines outlined in the Booster Club Parent Handbook, subject to review and amendment at the Annual Meeting.

Section 3. Term. Each Parent Representative shall be appointed and will serve from July 1-June 30. Each Parent Representative shall hold office until his or her successor has been duly appointed.

Section 4. Removal. Each Parent Representative appointed by the Athletics and Activities Committee and/or the Performing Arts Committee may be removed by majority vote of the

members of the Coordinating Board whenever in its judgment the best interests of the Athletics and Activities Committee and/or the Performing Arts Committee will be best served thereby, but such removal will be without prejudice to the rights, if any, of the Parent Representative so removed.

Section 5. Vacancies. Any Parent Representative vacancy may be filled by appointments made in the same manner as provided in the case of original appointments.

Article VIII. Indemnification

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Silver Hawks Booster Club, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Silver Hawks Booster Club, or is or was serving at the Silver Hawks Booster Club's request as director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified without need of affirmative act on his or her part or on the part of the Silver Hawks Booster Club's Directors, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if:

- (1) He or she acted in good faith;
- (2) He or she reasonably believed: (a) in the case of conduct in his or her official capacity with the Silver Hawks Booster Club, that his or her conduct was in the Silver Hawks Booster Club's best interests; and (b) in all other cases, that his or her conduct was at least not opposed to the Silver Hawks Booster Club's best interests; and
- (3) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the standard of conduct described in this Article VIII. However, no indemnification shall be made in respect to any claim, issue of matter by or in the right of the Silver Hawks Booster Club in which such person is adjudged liable to the Silver Hawks Booster Club or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received by such person.

To the extent that a director, officer, employee or agent of the Silver Hawks Booster Club has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

The indemnifications provided in these Bylaws for Directors, officers, employees, and agents directors, officers, employees, or agents, and, subject to the conditions and limitations of this Article, such indemnification rights may be asserted and proceeded upon by any Director, officer, employee, or agent whenever the need arises.

The Silver Hawks Booster Club may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon (1) receipt of a written affirmation of the director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct described in this Article; (2) a written undertaking by such person to repay such amount; and (3) a determination that the facts then known to those making the determination would not preclude indemnification under the Nebraska Non-Profit Corporation Act.

To the extent permitted by law, the Silver Hawks Booster Club may 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 Silver Hawks Booster Club against any liability asserted against him or her and incurred in such a capacity or arising out of his or her status as such, whether or not the Silver Hawks Booster Club would have the power to indemnify him or her against such liability. Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article IX. Contracts, Checks, Revenue, Deposits and Funds

Section 1. Contracts. The Coordinating Board may authorize any officer or officers, agent or agents of the Silver Hawks Booster Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Silver Hawks Booster Club, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Orders for the Payment of Money. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Silver Hawks Booster Club, shall be signed by such officer or officers, agent or agents of the Silver Hawks Booster Club and in such manner as shall from time to time be determined by the resolution of the Coordinating Board. In the absence of such determination by the Coordinating Board, such instruments shall be signed by the Executive Treasurer and countersigned by the President or Executive Vice President of the Silver Hawks Booster Club.

Section 3. Revenue. Revenue will be derived from dues, contributions and fund-raising activities sponsored by the Booster Club. Dues will be collected in accordance with each year's published Booster Club membership form. In no event shall any revenue be used for the purchase of gifts for any Southwest High School student, teacher, sponsor, coach, administrative staff or member of the Southwest Booster Club.

Section 4. Deposits. All funds of the Silver Hawks Booster Club shall be deposited from time to time to the credit of the Silver Hawks Booster Club in such banks, trust companies or other depositories as the Coordinating Board may select.

Section 5. Gifts. The Coordinating Board may accept on behalf of the Silver Hawks Booster Club any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Silver Hawks Booster Club.

Section 6. Allocation of Funds. An annual budget for expenditures will be developed and approved by a majority vote of the Booster Club members present at a regular or special

meeting. In the event that expenditure of funds is needed to meet emergency obligations, the Coordinating Board may authorize such by special meeting, conference call, or E-mail majority vote. The Coordinating Board will ascertain that funds are available to facilitate the ongoing fund-raising activities of the Booster Club. The Coordinating Board will plan to disburse funds twice per year to Athletics/Activities and Performing Arts groups.

Section 7. Annual Review. The funds of the Booster Club will be reviewed annually in July.

Article X. Prohibition Against Sharing in Corporate Earnings

No member, director, officer, or employee of, or member of a committee of, or person connected with the Silver Hawks Booster Club, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Silver Hawks Booster Club; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Silver Hawks Booster Club in effecting any of its purposes as shall be fixed by the Coordinating Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Silver Hawks Booster Club. All members of the Silver Hawks Booster Club shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Silver Hawks Booster Club, after all debts have been satisfied, any assets then remaining in the hands of the Board of the Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Coordinating Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Coordinating Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

Article XI. Books and Records

The Silver Hawks Booster Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Coordinating Board. All books and records of the Silver Hawks Booster Club may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

Article XII. Fiscal Year

The fiscal year of the Silver Hawks Booster Club shall be July 1 to June 30.

Article XIII. Seal

The Coordinating Board may, but need not, provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Silver Hawks Booster Club and the words "Corporate Seal."

Article XIV. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Silver Hawks Booster Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the minutes or the corporate records of the Silver Hawks Booster Club, shall be deemed equivalent to the giving of such notice.

Article XV. Amendment to Bylaws

The Coordinating Board of the Silver Hawks Booster Club shall have the power to amend these Bylaws to the extent authorized by the Nebraska Non-Profit Corporation Act. In all other cases, the members shall have the power to amend or repeal these Bylaws in whole or in part, provided that a majority of all of the directors vote in favor of such amendment or repeal; and provided that copies of the proposed Bylaws changes shall be mailed to each director at least three (3) days before the meeting at which such proposed changes are adopted or rejected.

Bylaws initially adopted in 2004.
Amendment made on April 15, 2005.
Amendment made on April 15, 2013
Amendment made on April 21, 2014.