

MIDVIEW ATHLETIC BOOSTERS

ACTION BY INCORPORATOR

IN WRITING

WITH A MEETING

The undersigned, being the sole incorporator of **MIDVIEW ATHLETIC BOOSTERS** (herein call the "Corporation", does take and adopt the following actions, in writing and with a meeting, pursuant to the authority of Sections 1702.25 and 1702.10 of the Ohio Revised Code:

RESOLVED, that the following persons are hereby elected as Directors to serve until the next Annual Members Meeting and until their successors are elected thereat or until their earlier death, resignation, disqualification or removal:

Mark Evans

Mike Moran

Terre Moyer

Chris Eichenlaub

Liz Loczi

RESOLVED FURTHER, that the Corporation hereby adopts the Code of Regulations here to as Exhibit A.

John Keyse-Walker, Attorney

January 8, 2008

EXHIBIT A

CODE OF REGULATIONS
OF
MIDVIEW ATHLETIC BOOSTERS

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CODE OF REGULATIONS

-OF-

MIDVIEW ATHLETIC BOOSTERS

ARTICLE I--MEMBERS

Section 1. Members

All individuals (herein called "Eligible Individuals") who meet the following requirements shall be permitted to become members (herein called "Members") with full voting rights. An Eligible Individual must meet one of the following criteria:

- (i) Be a person who has expressed an interest in supporting Midview athletic programs, has attended at minimum one meeting, and has been accepted as a Member by the Board of Directors; and
- (ii) Upon acceptance, has paid annual dues as set forth by the Board of Directors.

Section 2. Annual Meeting

The annual meeting of the Members of the Corporation shall be held for the purpose of electing Directors and for the consideration of reports to be presented at the meeting. The annual meeting shall be held at Midview High School, Grafton, Lorain County, Ohio or such other place within or without this State as the Board of Directors or the President may designate, in the month of May on a day as determined by the Board of Directors, or on such other day and at such other time as the Board of Directors determines.

Section 3. Regular Meetings

Regular meetings of the Members shall be held on the days and at the times and places (within or without the State of Ohio) as the Directors periodically determine.

Section 4. Special Meetings

Special meetings of the Members shall be held at such times and places, within or without the State of Ohio, as may be specified in the notice thereof, whenever called by any of the following: (a) the President; (b) in case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President; (c) the Secretary; or (d) a majority of Directors acting with or without a meeting. Upon a request in writing delivered via mail or email, to the President or to the Secretary by any person(s) entitled to call such meeting of Members, stating the purposes

for which such meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the Members in the manner set forth in Section 5 of this Article I, and if such request is refused, then the persons making such request may fix the time of the meeting, and give the notice thereof in the manner set forth in Section 5 of this Article I.

Section 5. Notice of Meetings

Written notice given by mail or e-mail of the annual, regular and all special meetings of Members shall state the time, place and purpose(s) thereof and, unless waived in writing by such Members, shall be given by the President or the Secretary to each Member entitled to notice of such meeting by personal delivery or by mailing such notice at least two (2) but not more than sixty (60) days before the date fixed for such meeting. If mailed, such notice shall be addressed to the Member at the Member's address as the same appears upon the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. If emailed, such notice shall be addressed to the Member at the Member's email address as the same appears upon the records of the Corporation.

Section 6. Waiver of Notice of Meeting

A Member may waive notice of the time, place and purpose(s) of any meeting of Members either: (a) by written waiver, specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting; or (b) by the attendance in person of such Member at such meeting, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 7. Quorum

In order to constitute a quorum at any meeting of Members, there shall be at least five (5) Members present, two (2) of which must be Officers of the Corporation. The majority of Members present in person at any meeting of Members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present. At any such adjourned meeting, there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 8. Voting

At any meeting of Members, each person who is a Member of the Corporation on the date fixed pursuant to Section 10 of Article II of this Code of Regulations as the record date for the determination of Members entitled to vote at such meeting, or, if no such record date shall have been fixed, then at the time of such meeting, shall be entitled to one vote on each matter properly submitted to the Members

for their vote, consent, release or other action. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of Members present at the meeting.

Section 9. Rescission

The authorization or taking of any action by vote, consent, waiver or release by the Members of this Corporation may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action in the first instance, subject, however, to the rights of third parties in contract.

Section 10. Membership Book

The Corporation shall maintain a membership book which shall contain the name and address of each Member and the date of his or her admission to membership. Only individuals whose names are reflected in the Membership Book on the date fixed pursuant to Section 10 of Article II shall be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver, release or other action. The membership book or file shall be maintained by the Secretary of the Corporation.

Section 11. Order of Business

At all Members' meetings, after the ascertainment of Members present in person, the business of the Corporation shall be considered in such order as the President or a majority of the Members deem advisable and expedient.

Section 12. Action Without Meeting

Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting in a writing or writings signed by a majority of the Members who would be entitled to notice of a meeting of the Members held for such purpose, and such writing or writings shall be made a part of the records of the Corporation.

ARTICLE II--BOARD OF DIRECTORS

Section 1. General Powers

a. All of the authority of the Corporation shall be exercised by the Board of Directors, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. Each Director shall perform his or her duties as a trustee in good faith, in a manner the Director reasonably believes to be in or not opposed to the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director is entitled to rely on information, opinions, reports or statements,

including financial statements or other financial data that are prepared or presented by: (a) one or more Directors, Officers or employees of the Corporation whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes are within the person's professional or expert competency; or (c) a committee of the Directors upon which he or she does not serve, duly established in accordance with Section 14 of this Article II, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

b. For purposes of this Section 1, a Director shall not be found to have failed to perform the Director's duties, unless it is proved, by clear and convincing evidence, in an action brought against the Director, that the Director has not acted in good faith, in a manner the Director reasonably believes to be in or not opposed to the best interests of the Corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following:

- (i) A change or potential change in control of the Corporation;
- (ii) A termination or potential termination of the Director's service to the Corporation as a Director; or
- (iii) The Director's service in any other position or relationship with the Corporation.

c. Subject to §1702.30(D)(2) and (3) of the Ohio Revised Code, a Director is liable in damages for any act that he or she takes or fails to take as Director only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Director was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.

d. In determining what a Director reasonably believes to be in or not opposed to the best interests of the Corporation, a Director shall consider the purpose(s) of the Corporation and may consider any of the following:

- (i) The interests of the employees, suppliers, creditors, and customers of the Corporation;
- (ii) The economy of this State and of the nation;
- (iii) Community and societal considerations; and
- (iv) The long-term and short-term best interests of the Corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Corporation.

Section 2. Number

The Board of Directors of the Corporation shall consist of such number of Directors, not less than three (3), as shall have been fixed by the Members at the last meeting of the Members called to elect Directors, or if not so fixed, the number shall be five (5). Only Members of the Corporation are eligible to serve as a Director.

Section 3. Election

The Board of Directors shall be elected at the annual meeting of Members, or, if not then elected, or if such meeting is not held at the time fixed thereof, then at a special meeting of the Members held for the purpose of electing Directors. Only persons nominated as candidates shall be eligible for election. At all elections of Directors, the candidates receiving the greatest number of votes shall be elected.

Section 4. Term

Each Director elected at any annual or any special meeting of the Members shall serve their term from the first day of June till the last day in May of the following year, or until his or her successor is elected, or until his or her earlier resignation, removal from office or death.

Section 5. Vacancies

The office of a Director shall become vacant if the Director is removed, dies or resigns, which resignation shall take effect immediately or at such other time as the resigning Director may specify. The remaining Directors, though less than a majority of the whole authorized number of Directors, may fill any vacancy in the Board for the unexpired term by a vote of the majority of their number. The Director elected to fill a vacancy shall serve until the next annual meeting of members and until his or her successor is elected and qualified.

Section 6. Removal

All of the Directors or any individual Director may be removed from office by the vote of a majority of the Members present at a meeting of Members called for the purpose of removing Directors, if a quorum is present. Such removal shall create a vacancy or vacancies on the Board.

Section 7. Annual Meeting; Special Meetings

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of Members at which Directors are elected, and no notice of the annual meeting of the Board of Directors shall be required to be given. Special meetings of the Board of Directors may be called from time to time by the President, any

Vice President or any two Directors. All meetings of the Board of Directors shall be held at Midview High School in Grafton, Lorain County, Ohio or at such other places within or without the State of Ohio as the President or the Board of Directors may designate from time to time and as may be specified in the notice of meeting. Meetings of the Board of Directors may be held through any means of communication equipment if all persons participating can hear each other.

Section 8. **Notice of Meetings**

Notice of meetings of the Board of Directors shall be mailed either via regular mail or electronically to each Director, addressed to the Director at his or her residence or usual place of business or delivered to the Director personally or electronically, at least two (2) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Directors need not be given to any Director, however: (a) if waived by such Director in writing and such waiver is filed with the Secretary either before or after the holding of such meeting; or (b) if such Director shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 9. **Quorum**

At all meetings of the Board of Directors, a majority of Directors is necessary to constitute a quorum. A majority of the Directors in office constitutes a quorum for filing a vacancy in the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

Section 10. **Record Date for Members**

The Board of Directors shall fix a time not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting, and in such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the Members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of Directors may close the books of the Corporation against the admission or termination of membership during the whole or any part of such period.

Section 11. **Provisional Director**

Upon the petition of not less than one-fourth ($\frac{1}{4}$) of the Directors of this Corporation, the Court of Common Pleas of Lorain County, Ohio, may appoint a

provisional Trustee for this Corporation pursuant to §1702.521, Ohio Revised Code. Such appointment may be made even though a different number of Directors has been fixed by or pursuant to Section 2 of Article II.

Section 12. Bylaws

For the government of its actions, the Board of Directors may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.

Section 13. Action Without Meeting

Any action which may be authorized or taken at a Directors' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting of the Directors held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

Section 14. Committees of the Board of Directors

The Board of Directors may create Committees as the Board of Directors shall deem appropriate, with such membership powers and duties as may be deemed necessary or advisable in conducting the business activities and affairs of the Corporation, and shall elect the members thereof. The members of any Committee formed pursuant to this Section 14 shall serve at the pleasure of the Board of Directors and shall be subject to the control and directions of the Board of Directors.

Section 15. Conflicts of Interest

a. No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Directors or Officers, or is between or affects the Corporation and any other person in which one or more of its Directors or Officers are directors, Directors, or officers, or in which one or more of the Corporation's Directors or Officers have a financial or personal interest, or because one or more interested Directors or Officers participate in or vote at the meeting of the Board of Directors or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies:

(i) the material facts as to the relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors or the Committee, and the Directors or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum of the Directors or Committee;

(ii) the material facts as to the relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action, or transaction; or

(iii) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors or a Committee thereof.

b. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a Committee thereof which authorizes the contract, action, or transaction.

c. A Director is not an interested Director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or such Trustee's continuation in office as a Trustee of the Corporation.

ARTICLE III--OFFICERS

Section 1. General Provisions

The Officers of the Corporation shall consist of a President, and at least one Vice-president or such number of Vice Presidents as the Board periodically may determine, a Secretary, a Treasurer and a Membership Chair. The Board of Directors periodically may create such offices and appoint such other Officers and Assistant Officers as it may determine. The Officers shall be elected by a majority vote of the Directors present at the annual Director meeting or at such other meeting held for that purpose. Only Directors are eligible to serve as Officers, unless the Board of Directors waives this requirement. No Officer shall execute, acknowledge or verify any instrument in more than one capacity. The Officers shall be paid no compensation.

Section 2. Term of Office

The Officers of the Corporation shall hold office for one (1) year commencing the first day of June following their election at the Annual Meeting of Directors till the last day of May of the same/following year, or until their successors are chosen and qualified, unless sooner removed by the Board of Directors. The Board of Directors may remove any Officer at any time, with or without cause, by a majority vote. A vacancy in any office, however created, may be filled by the Board of Directors.

Section 3. President

The President shall preside at all meetings of Members and Directors and shall be the Chief Executive Officer of the Corporation. The President shall have general

supervision, management, control and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Directors, and, in general, shall perform all the duties usually incident to the office of President or that may be imposed or required by the Members or Board of Directors. The President may appoint a chairman of any special committee formed, with the majority approval of the Board of Directors. The President shall also serve as the chairman for the Membership and Nominating Committee.

Section 4. Vice President

In the President's absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Directors. The Vice President shall also serve as the chairman of the Fund-raising committee.

Section 5. Secretary

The Secretary shall: (a) keep minutes of all of the meetings of the Members and of the Board of Directors, as well as all Actions by Written Consent and waivers of notice; (b) give notice of all meetings of Members and Directors, except as otherwise provided by this Code of Regulations; (c) keep such books as may be required by the Board of Directors, including a registry of the Members of the Corporation; and (d) perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Directors, and, on the expiration of the Secretary's term of office, such Secretary shall deliver all books, papers and other property of the Corporation in such Secretary's possession or under his or her control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Directors.

Section 6. Treasurer

The Treasurer shall have general supervision of all finances, shall receive and safely keep all moneys belonging to the Corporation, and shall perform such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall keep proper books of account and keep accurate account of the finances of the Corporation and shall present, at the annual meeting of Members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Corporation, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus as of the close of the Corporation's fiscal year. The financial statement shall have appended thereto a certificate signed by the President or a Vice President and the Treasurer or an Assistant Treasurer, or by a public accountant or a firm of public accountants, to the effect that the financial statement presents fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the

preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Board of Directors, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or Board of Directors. Upon the expiration of the Treasurer's term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in the Treasurer's possession or under his or her control to his or her successor in office.

Section 7. Membership Chair

The Membership Chair shall have the responsibility of promoting Membership in the Corporation to persons in the community, assisting the Secretary maintaining the registry of the Members of the Corporation and performing such other duties as may be assigned to the Membership Chair from time to time by the Board of Directors or by the President.

ARTICLE IV--INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Trustee, Officer, director, agent, employee or volunteer of the Corporation, and any trustee, officer, director, agent, employee or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by the Corporation under the standards set by and to the fullest extent allowable under §1702.12(E) of the Ohio Revised Code, as the same shall be amended from time to time. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Directors of the Corporation or otherwise.

ARTICLE V--AMENDMENTS

The Members, at any meeting held for such purpose, may adopt an amendment to these Regulations or new Regulations by the affirmative vote of a two-thirds (2/3) of the Members present if a quorum is present.

ARTICLE VI--MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of May in each year, or on such other day as may be fixed from time to time by the Board of Directors.

Section 3. Property

All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Section 4. Sale or Disposition of Assets

The Board of Directors of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to §1715.39, Ohio Revised Code, and any lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Section 5. Books and Records

The books and records of this Corporation may be examined by any Member or any Trustee or the agent or attorney of any Member or any Director for any reasonable and proper purpose at any reasonable time.