

CODE OF REGULATIONS  
OF  
MILFORD ATHLETIC BOOSTERS CLUB

ARTICLE I

Location

The principal office of MILFORD ATHLETIC BOOSTERS CLUB (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Ohio as shall be fixed by the Board of Directors.

ARTICLE II

Members

Section 2.1. Qualifications. The Members of the Corporation shall consist of persons (1) 18 years of age or older; (2) that subscribe to and support the purposes of the Corporation; (3) apply for and are approved for membership in the Corporation by the Board of Directors; and (4) pay annual dues to the Corporation in such amounts, if any, as the Board of Directors shall determine.

Section 2.2. Meetings.

Section 2.2.1. Annual Meeting. The annual meeting of the Members for the election of Directors and the transaction of other business shall be held at the time and place, within or without the State of Ohio, the Members designate.

Section 2.2.2. Regular Meetings. The Members may establish regular meetings of the Members. Such meetings may be held at the principal office of the Corporation or at such other place or places, within or without the State of Ohio, as the Members designate.

Section 2.2.3. Special Meetings. Special meetings of the Members may be called at any time by (a) the President, (b) by the Board of Directors, or (c) upon the written request of ten percent (10%) or more of the Members. Any person or persons entitled to call a special meeting of the Members may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 2.3. Notice of Meetings.

Section 2.3.1. Annual and Regular Meetings. Notice of each annual and regular meeting of the Members for each fiscal year stating the time and place thereof shall be provided to the Members at the beginning of such fiscal year. Such notice may be provided in publications delivered to the Members, delivered personally, sent by fax or e-mail, or sent by U.S. mail or courier service with postage and fees prepaid.

Section 2.3.2. Special Meetings. Written notice of each special meeting of the Members stating the time, place and purpose thereof shall be delivered personally, sent by fax or e-mail, or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of the Corporation, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 2.3.3. Waiver. Any Member may make a written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Attendance at a meeting, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 2.4. Quorum. The Members present at any meeting of Members shall constitute a quorum for such meeting.

Section 2.5. Voting. At all meetings of the Members, each Member shall be entitled to cast one vote on any question coming before the Members. The affirmative vote of a majority of the Members present at any meeting shall be sufficient to transact any business.

Section 2.6. Membership Records. The Corporation shall maintain membership records containing the name and address of each Member and the date of his or her admission to membership. Only persons reflected in the membership records of the Corporation shall be entitled to vote. Each Member shall notify the Corporation, in writing, of any correction or change in the Member's name or address. For purposes of determining the Members entitled to vote, the Corporation shall be entitled to rely on its membership records.

ARTICLE III

Board of Directors

Section 3.1. Powers and Duties. The entire direction and management of the affairs of the Corporation shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the

Corporation. A Director shall perform his or her duties as a Director of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she 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.

Section 3.2. Number of Directors. The directors shall consist of those individuals then serving in the offices of President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer as well as the individual then serving as the Athletic Director of Milford High School (the “Ex-Officio Directors”). In addition, the Board of Directors may elect additional directors to the Board of Directors (the “Elected Directors”). The number of any such Elected Directors shall be determined by the Board of Directors. The number of Elected Directors may be increased or decreased by a vote of a majority of the total number of Directors; provided however, that notice of any increase or decrease in the number of Elected Directors shall be included with the notice of such meeting. No decrease in the number of Elected Directors shall have the effect of removing any Elected Director prior to the expiration of such Elected Director’s term of office.

Section 3.3. Term of Office.

Section 3.3.1. Ex-Officio Directors. Each Ex-Officio Director shall serve as a Director as long as such person is serving in one of the offices listed in Section 3.2.

Section 3.3.2. Elected Directors. The Elected Directors shall hold office for a term of one (1) year commencing on the day of the annual meeting at which the Elected Director is elected and ending on the day of the next annual meeting thereafter.

Section 3.4. Election of Elected Directors. The Elected Directors shall be elected at the annual meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.5. Removal.

Section 3.5.1. Ex-Officio Directors. The Members may remove any Ex-Officio Director other than the Athletic Director of Milford High School. Upon removal as an Ex-Officio Director, such individual automatically shall be removed from his or her position as an officer of the Corporation. If an individual is removed from an office listed in Section 3.2, such individual automatically shall be removed from his or her position as an Ex-Officio Director.

Section 3.5.2. Elected Directors. The Board of Directors may remove any Elected Director.

Section 3.6. Vacancies.

Section 3.6.1. Ex-Officio Directors. Any vacancy in an Ex-Officio Director position only shall be filled by the individual holding the office whose place shall be vacant.

Section 3.6.2. Elected Directors. The Board of Directors may fill any vacancy that may occur in any Elected Director position by election of a successor to hold such office during the unexpired term of the vacant Elected Director position.

Section 3.7. Meetings.

Section 3.7.1. Annual Meeting. The annual meeting of the Board of Directors shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 3.7.2. Regular Meetings. The Directors may establish regular meetings of the Board of Directors. Such meetings may be held at the principal office of the Corporation or at such other place or places, within or without the State of Ohio, as the Board of Directors designates.

Section 3.7.3. Special Meetings. Special meetings of the Board of Directors may be called at any time by (a) the President, (b) by the Members, or (c) upon the written request of two (2) or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.8. Notice of Meetings.

Section 3.8.1. Annual and Regular Meetings. Written notice of each annual and regular meeting of the Board of Directors stating the time and place thereof shall be delivered personally, sent by fax or e-mail, or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation, unless notice is waived.

Section 3.8.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the time, place and purpose thereof shall be delivered personally, sent by fax or e-mail, or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.8.3. Waiver. Any Director may make a written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Attendance at a meeting, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.9. Quorum and Voting.

Section 3.9.1. Quorum. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time.

Section 3.9.2. Voting. At all meetings of the Board of Directors, each Director, including the Ex-Officio Directors, shall be entitled to cast one vote on any question coming before the Board. A majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.9.3. Proxies. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 3.10. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.11. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors.

Section 3.12. Telecommunications. Meetings of the Board of Directors may be held through any communications equipment if all persons so participating can hear each other and such participation shall constitute presence at such meeting.

Section 3.13. Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

## ARTICLE IV

### Officers

Section 4.1. Officers; Qualifications. The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors designates. All officers must be members in good standing.

Section 4.2. Election; Term of Office. The Members shall elect all officers at the annual meeting of the Members to serve for terms of one (1) year or until their respective successors are elected and have qualified or for such other period as the Members designate.

Section 4.3. Powers and Duties.

Section 4.3.1. President. The President shall be the Chief Executive Officer and shall preside at all meetings of the Members and Board of Directors. The President shall supervise the carrying out of the policies adopted or approved by the Board of Directors. The President also shall have such powers and perform such other duties as the Board of Directors assigns.

Section 4.3.2. First Vice-President. During the absence or disability of the President, the First Vice-President shall perform the duties of the President. In addition, the First Vice President shall have such powers and perform such duties as the Board of Directors assigns.

Section 4.3.3. Second Vice-President. The Second Vice-President shall have such powers and perform such duties as the Board of Directors assigns.

Section 4.3.4. Third Vice-President. The Third Vice-President shall have such powers and perform such duties as the Board of Directors assigns.

Section 4.3.5. Secretary. The Secretary shall keep accurate minutes of all meetings of the Members and Board of Directors and shall be custodian of the records, documents and papers of the Corporation. The Secretary shall have and may exercise any and all of the other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Regulations. The Secretary also shall have such powers and perform such other duties as the Board of Directors assigns.

Section 4.3.6. Treasurer. The Treasurer shall be the Chief Financial Officer and shall present to the Members and Board of Directors at their annual meetings his or her report as Treasurer, and shall make such other reports as required by the Members or the Board of Directors. The Treasurer also shall have such powers and perform such other duties as the Board of Directors assigns.

Section 4.4. Signature Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two (2) authorized officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.5. Removal. The Members may remove any officer of the Corporation, with or without cause.

Section 4.6. Vacancies. The President with the approval of the Board of Directors may fill any vacancy that may occur in any office, other than President, by

appointing a successor to hold office during the unexpired term of the vacant office. If there is a vacancy in the office of President, the First Vice-President shall automatically assume the office of President during the unexpired term.

## ARTICLE V

### Committees

Section 5.1. Authority. The Board of Directors may create committees which shall have such powers and perform such duties as the Board of Directors prescribes. The Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. The chairperson of each such committee shall be appointed by an officer designated by the Board of Directors, or as otherwise determined by the Board of Directors. Each chairperson must be a member of the Corporation in good standing. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

Section 5.2. Nominating Committee. The Nominating Committee shall be composed of such persons appointed by the Board of Directors. The Nominating Committee shall present to the Members a slate of candidates for election as officers of the Corporation at the Members' meeting immediately preceding the annual meeting of the Members. The Nominating Committee shall be responsible for tabulating the results of the election of officers at the annual meeting of the Members.

## ARTICLE VI

### Miscellaneous

Section 6.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be fiscal year beginning on July 1 and ending on June 30.

Section 6.2. Amendments. The Corporation's Articles of Incorporation and these Regulations may be amended, repealed or restated by the Board of Directors with the consent or approval of the Members at any time; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meetings.

Section 6.3. Indemnification. The Corporation shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a director, officer or employee, or arising out of such person's status as such a director, officer or employee (including serving at the request of the Corporation as a trustee, director, officer,

partner, member, employee or agent of another organization). The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability cost or expense.

Section 6.4. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited authority for any of the above purposes.

Section 6.5. Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 6.6. Conflicts of Interest.

Section 6.6.1. Gifts. No director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

Section 6.6.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined below shall be followed.

- (a) Such director or officer shall disclose the existence of any actual or possible conflict of interest as well as all material facts.
- (b) After such disclosure, the interested director or officer shall leave the meeting and the remaining directors shall determine if a conflict of interest exists.
- (c) If a conflict of interest is determined to exist, the following procedures shall be followed to address such conflict:
  - (1) The interested director or officer shall not be present during the discussion of, and the vote on, the proposed transaction.
  - (2) The Board, if appropriate, shall obtain appropriate comparability data as to similar transactions and investigate alternatives to the proposed transaction.
  - (3) After exercising due diligence, the Board shall determine if the Corporation can obtain a more advantageous arrangement with

reasonable efforts from a person that would not give rise to a conflict of interest.

(4) If a more advantageous arrangement is not reasonably attainable, the Board shall determine by a majority vote of the disinterested directors whether the transaction is in the best interests of the Corporation and shall make its decision as to whether to enter the transaction in conformity with such determination.

(d) The minutes of Board meetings concerning the proposed transaction shall document all of the preceding steps and such minutes shall be approved at the next succeeding Board meeting.

Section 6.7. Dissolution. If deemed advisable by the Board of Directors and the Members, the Corporation may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

#### CERTIFICATE OF ADOPTION

The foregoing Code of Regulations were duly adopted on the 12th day of April, 2004.

\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Secretary

This document prepared by:

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