

Bylaws of the New Lebanon Sports Booster Club, Inc.

ARTICLE I

Section 1.

The name of this corporation is the New Lebanon Sports Booster Club, Inc. (NLSBC). NLSBC is a nonprofit corporation organized and existing under the laws of New York.

Section 2.

NLSBC is organized and shall be operated exclusively for educational, scientific and charitable purposes as may qualify it for exempt status under IRC Section 501(c)(3) or the corresponding provision of any future US Internal Revenue Code Section.

Section 3.

The mission of the NLSBC is to support and recognize student athletes; to support and promote athletic programs in our area; to provide healthy activities for youth using athletics to instill discipline, team work, sportsmanship and fair play; to assist youth in maintaining a healthy lifestyle absent of drugs, tobacco or alcohol; to serve the area encompassed by the New Lebanon School District.

Section 4.

The corporation shall be able to receive by gift, grant, bequest or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute and apply the income and or principal of same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the corporation may deem best, from time to time, for the promotion of any or all of the purposes of the association.

Section 5.

Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any activities prohibited by federal law or by the general laws of New York.

Section 6.

No substantial part of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 7.

This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Internal Revenue Code 501(c)(3), as it may from time to time be amended, and it is only in furtherance of these purposes that it shall utilize the powers listed in this constitution.

Section 8.

No part of the net earnings of the corporation shall inure to the benefit of any private member or individual.

Section 9.

Upon liquidation or dissolution of this corporation, whether voluntary or involuntary, no private member or individual shall receive any share of the profits, property or funds of the corporation; upon any liquidation or dissolution of the corporation, all funds and property of the corporation shall be transferred to or applied for the benefit of one or more organizations (1) having purposes cognate to the purposes which this corporation has undertaken; (2) formed under the general laws of New York or under a similar law of another jurisdiction and which is entitled to exemption under IRC section 501(c)(3) or similar legislation as it may be enacted subsequently; and (3) as selected and approved by vote of the officers and trustees and by any court which may exercise jurisdiction over such liquidation and dissolution.

ARTICLE II - OFFICES

Section 1.

Principal Office. The principal office of the corporation shall be located in the County of Columbia, New York, which shall also be the registered office.

Section 2.

Other Offices. The corporation may have offices at such other places, either within or without the State of New York, as the Board of Directors may from time to time determine.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the corporation shall be managed by the Board of Directors except as otherwise provided by law, by the charter of this corporation, or by these Bylaws.

Section 2. Number and Qualification.

The number of Directors of the corporation shall be not less than three and not more than eleven. Directors need not be residents of the state of New York.

Section 3. Election of Directors.

Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors at the time in office.

The election of Directors shall be a part of the order of business of each annual meeting of the Board of Directors. Each Director elected shall hold office until the next annual meeting of the Board of Directors and until his successor is elected and qualifies.

Section 4. Removal.

Directors may be removed from office at any time with or cause by the Directors by such vote as would be required to elect the Board of Directors.

Section 5. Vacancies.

A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board of Directors.

ARTICLE IV - MEETINGS OF DIRECTORS

Section 1. Annual Meeting.

The annual meeting of the Board of Directors shall be held at the principal office of the corporation during _____ of each year on such day and at such hours as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors entitled to vote at the meeting, for the purpose of electing Directors and officers of the corporation and for the transaction of such other business as be properly brought before the meeting. If the annual meeting shall not be held on the date designated by these Bylaws, a substitute annual meeting may be called in accordance with Section 2 of this Article and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors.

Section 3. Place of Meetings.

The annual or any special meeting of the Board of Directors may be held at the principal office of the corporation in this state or at such other place, either within or without the State of New York as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

Section 4. Notice of Meetings.

The Secretary shall give notice of each annual meeting of the Board of Directors by mailing such notice to each Director at least ten days before the meeting. The President or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by mailing such notice to each Director at least five days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum.

A majority of the Directors in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section 6. Manner of Acting.

Except as otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action taken without meeting.

Action taken by a majority of the directors, or members of a committee of directors, without a meeting is nevertheless a Board of committee action if written consent to the action in question is signed by all directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

ARTICLE V - COMMITTEES

Section 1. Executive Committee.

The Board of Directors, by resolution adopted a majority of the number of Directors then in office, designate two or more Directors to constitute an Executive Committee, committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the corporation during intervals between meetings thereof, except that the Executive Committee shall not have the authority as to the following matters:

- (a) The dissolution, merger or consolidation of the corporation; or the sale, lease or exchange of all or substantially all of the property of the corporation.
- (b) The designation of an Executive Committee or any other committee of Directors having power to exercise any of the authority of the Board in the management of the corporation or the filling of vacancies in the Board of Directors or in any such committee.
- (c) The amendment or repeal of any resolution of the Board, which by its terms shall not be so amendable or repealable.

Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall have the same power to act without a meeting as is provided in Section 7 or Article III above with respect to the Board of Directors. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the corporation.

Section 2.

Standing or Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. The Chairman and members of such committees, if not designated in the resolutions establishing the committee, shall be appointed by the President.

Section 3. Vacancies.

Vacancies in the membership of a committee shall be filled by appointment made in the same manner as provided in the case of the original appointment.

ARTICLE VI - OFFICERS

Section 1. Titles.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect a Chairman of the Board of Directors, one or more additional Vice Presidents (who may be given a special designation such a Executive Vice President, First Vice President or the like), one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers, as it shall deem necessary. Except as otherwise specifically provided in these Bylaws, such additional officers shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary

Section 2. Election and Term.

The officers of the corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until the next annual meeting and until his successor is elected and qualifies.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board when in the judgment of the Board the best interests of this corporation will be served thereby.

Section 4. Vacancies.

Vacancies among the officers of the corporation may be filled by vote of a majority of the whole Board at any annual or special meeting of the Board.

Section 5. President.

The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these Bylaws. In default of a Chairman of the Board of Directors, the President shall, when present, preside at all meetings of the Board of Directors. He shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. He shall select a committee to nominate candidates for the Board of Directors. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents.

The Vice Presidents shall exercise powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time such action was taken. The Vice Presidents shall have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of a Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

Section 8. Assistant Treasurers.

Each Assistant Treasurer shall have such powers and perform such duties as may be assigned to him by the Board of Directors, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 9. Secretary.

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He shall give all notices required by law and these Bylaws. He shall have general charge of the corporate books and records. He shall sign such instruments as may require his signature and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

Section 10. Assistant Secretaries.

Each Assistant Secretary shall have such powers and perform such duties as may be assigned to him by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE VII - GENERAL PROVISIONS

Section 1. Seal.

The seal of the corporation shall contain the name of the corporation and shall be in the form appearing in the margin of this page.

Section 2. Waiver of Notice.

Whenever any notice is required to be given to any Director or other person under the provisions of these bylaws, the charter of this corporation, or by applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving such notice.

Section 3. Checks.

All checks, drafts or orders for the payment of money shall be signed such officers or other individuals as the Board of Directors may from time to time designate.

Section 4. Bond.

The Board of Directors may, by resolution, require any or all officers, agents, or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply such other conditions as may from time to time be required by the Board.

Section 5. Fiscal Year.

The fiscal of the corporation shall end on June 30th of each year.

Section 6. Gender.

As used in these Bylaws, the masculine pronoun shall include the feminine.

Section 7. Amendments.

These Bylaws may be amended or repealed and new Bylaws be adopted by the affirmative vote of a majority of the entire Board of Directors at any annual or special meeting of the Board; provided, that notice of proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

Secretary

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

******* Sample Articles of Organization**

The following are examples of a charter (Draft A) and a declaration of trust (Draft B) that contain the required information as to purposes and powers of an organization and disposition of its assets upon dissolution. You should bear in mind that requirements for these instruments may vary under applicable state law.

See *Private Foundations and Public Charities*, later, for the special provisions required in a private foundation's governing instrument in order for it to qualify for exemption.

Draft A Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of....., do hereby certify:

First: The name of the Corporation shall be

Second: The place in this state where the principal office of the Corporation is to be located is the City of,County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name.....Address.....

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. "

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names thisday of20.....