

AMENDED AND RESTATED
BY-LAWS OF
ROOSEVELT HIGH SCHOOL BOOSTER CLUB

ARTICLE I
NAME, PRINCIPAL OFFICE AND SEAL

Section 1. Name. The name of this corporation shall be ROOSEVELT HIGH SCHOOL BOOSTER CLUB.

Section 2. Principal Office. The principal office of the corporation shall be located at Sioux Falls, Minnehaha County, South Dakota

Section 3. Corporate Seal. The Board of Directors may, but is not required to, provide a corporate seal, which shall be circular in form and which shall have inscribed thereon the name of the corporation and the state of incorporation and the words "corporate seal."

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualification. The number of directors shall be as determined by the Board of Directors and shall not be less than 25 nor more than 40.

Section 3. Selection and Term of Office. The term of each director is three years or until such director earlier resigns or is removed. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors of the Corporation present at a meeting called for the purpose of electing persons to fill such vacancy or at the annual meeting of the Board of Directors.

The Board of Directors may provide for staggered terms for the Directors so that approximately one-third of the Directors' terms expire each year.

Section 4. Annual Meetings. The Board of Directors shall hold an annual meeting on the third Monday in May of each year or at such other date as determined by the Board of Directors. At the annual meeting, the Board shall elect officers as provided in these By-Laws and conduct such other business as may come before the Board.

Section 5. Regular Meetings. The Board shall hold regular meetings at such time and place as the President may deem fit. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally and/or sent by mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of

such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 8. Quorum. One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than one-half of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, disability, resignation, or removal shall be filled in the manner set forth in Section 3 of this Article II. A director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 12. Removal. Directors of the corporation may be removed from office for malfeasance, misconduct or neglect of duty by a majority of the directors.

Section 13. Written Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE III MEMBERS

The corporation will not have members, as that term is used and defined in the South Dakota Non-Profit Corporation Act. The corporation may, however, establish memberships or similar designations for persons to recognize their donations to or support for the corporation or its activities, but such persons shall not be deemed to be members of the corporation as that term is used in the South Dakota Non-Profit Corporation Act.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The same person may hold more than one office except those of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served

thereby, but such removal shall be 'without prejudice to the contract rights, if any, of the person so removed.

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

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation and preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general 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 President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of designation, then in the order of their' election) shall perform the duties of the President, and 'when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal for the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is fully authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director which shall be furnished to the 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 to him/her by the President or the Board of Directors. The Secretary may delegate such duties as he/she may desire with the approval of the Board.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys in the name of the corporation in such banks, trust companies and/or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer may delegate such duties as he/she may desire 'with the approval of the Board.

ARTICLE V COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed by law.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the corporation and until his/her successor is appointed, unless the committee shall be sooner

terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 3. Chairperson. One member of each committee shall be appointed the Chairperson.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI INDEMNIFICATION OF OFFICERS, DIRECTORS, COMMITTEE PERSONS AND EMPLOYEES

To the extent permitted by South Dakota law, the corporation may indemnify and hold harmless each officer, director, committee person or employee of the corporation against and from all loss, cost, and reasonable expenses hereafter incurred by him/her in the payment, settlement and defense of any claim, suit or proceeding brought against such person because such person is or has been such officer, director, committee person or employee, or because of any action alleged to have been taken or omitted by him/her as officer, director, committee person or employee. The rights of indemnification and exoneration occurring under this Article VI may apply whether or not such person continues to be an officer, director, committee person or employee at the time any loss, cost or expense is suffered or incurred. Such rights shall not apply in relation to any matters as to which such officer, director, committee person or employee shall be adjudged in final judgment in such suit or proceeding to not have acted in good faith or in a manner which he reasonably believed to be in and not opposed to the best interests of the corporation, and if the suit or proceeding is a criminal one, when such officer, director, committee person or employee had reasonable cause to believe his/her conduct was unlawful.

ARTICLE VII LIMITATION ON ACTIVITIES

Section 1. Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer or any private person (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 III of the Articles of Incorporation. No director or officer or private person shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation.

Section 2. Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propoganda 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 any candidate for public office.

Section 3. Activities. Notwithstanding any other provision of these By-Laws, if at any time the corporation is seeking or has obtained tax exempt status under Section 501(c) of the Internal Revenue Code the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal

income tax under Section 501(c) of the Internal Revenue Code, and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts. Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep same at the registered or principal office of the corporation. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI GIFTS, DONATIONS AND CONTRIBUTIONS

Section 1. Acceptance of Contributions. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. Further, the Board of Directors is authorized to undertake such fund-raising activities as may be appropriate for the stated purposes of the corporation in order to generate such contributions, gifts, bequests and devises.

Section 2. Other Powers. The Board of Directors shall also have the authority to mortgage, pledge and otherwise encumber the assets of the corporation in furtherance of its purposes.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the NonProfit Corporation Act of South Dakota or under the provisions of the Articles of Incorporation or the By-Laws of the

corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XIII
DISSOLUTION

In the event of termination or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation to an entity or organization which is then exempt as an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code, or to more than one such exempt entity or organization, or to the State of South Dakota or any governmental subdivision thereof, exclusively for public purposes all as shall be determined by the Board of Directors of the Corporation or, in default, of any such determination, to the State of South Dakota exclusively for public purposes.

Any assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, to such organization or organizations as said court shall determine provided such organization or organizations are organized and operated exclusively for charitable or educational purposes and qualified under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, at the time of such disposition.

ARTICLE XIV
AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

CERTIFICATION OF BY-LAWS

The undersigned, being the Secretary of ROOSEVELT HIGH SCHOOL BOOSTER CLUB, a South Dakota non-profit corporation, does hereby certify that the foregoing By-Laws of said corporation were adopted at a meeting of the Directors held on the ____ day of _____, 20__, as is set forth in the Minutes of said Meeting.

Dated at Sioux Falls, South Dakota, this ____ day of _____, 20__.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the corporation and have impressed the seal of the corporation on the above date.

Secretary