

**BYLAWS OF THE AVON LAKE HIGH SCHOOL BOOSTERS, INC.**  
(A NON-PROFIT CORPORATION ORGANIZED UNDER ORC CHAPTER 1702)

**ARTICLE I – NAME**

The name of this organization is the Avon Lake High School Boosters, Inc., d/b/a Avon Lake High School Athletic Boosters, Inc. d/b/a Avon Lake Athletic Boosters, Inc. For purposes of this document, the organization will herein be referred to as ALAB.

**ARTICLE II – MISSION**

ALAB is organized exclusively for the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law). In addition to and without limiting the scope of the above stated general purposes, the following specific purposes are authorized: (a) to promote and support all Avon Lake High School athletic programs; and (b) to encourage and stimulate citizen interest in participation community amateur scholastic athletics; and (c) to undertake activities for the betterment and safety of scholastic athletic programs in the community; and (d) to provide scholastic athletic equipment and facilities for the betterment of the community.

ALAB is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE III – BASIC POLICIES**

- 1) ALAB shall be non-commercial, non-sectarian, and non-partisan.
- 2) The name of ALAB or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of ALAB.
- 3) ALAB or members in their official capacities, shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- 4) ALAB may cooperate with other organizations and agencies concerned with the betterment of the community, but persons representing ALAB in such matters shall make no commitments that bind ALAB.
- 5) No part of the net earnings of ALAB shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization 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 II.

## **ARTICLE IV – MEMBERSHIP AND VOTING BODY**

### **Section 1 - Eligibility**

Membership shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of ALAB. Notwithstanding the forgoing, only active members of the ALAB who are in good standing shall be permitted to hold office or vote on any matter of business of the ALAB.

### **Section 2 – Privileges and Voting Rights**

Upon payment of dues, which amount is determined by the Executive Committee, each general member shall be entitled to full membership privileges, including the right to vote at meetings, scholarship opportunities for your athlete, and such dues shall be considered a 100% donation towards ALAB's mission. All members must be present at meetings to vote. No votes by proxy are permitted. except for meetings exclusively for the election of officers and meetings exclusively for changes to the Bylaws. In all other cases proxies will not be permitted.

### **Section 3. Rights of Members.**

The right of a member to vote and all his or her right, title and interest in or to ALAB shall cease on the termination of his or her membership. No member shall be entitled, on account of his or her status as a member, to share in the distribution of the corporate assets upon the dissolution of ALAB. The preceding sentence shall not, however, be interpreted as precluding a member from being designated as a distributee of assets upon dissolution of ALAB, if such member is qualified to be a distributee within the limitations set forth in the Articles of ALAB.

### **Section 4. Resignation of Members.**

Any active member may resign from ALAB by delivering a written resignation to either the President or Secretary of ALAB.

### **Section 5. Removal of Members.**

Any member may be removed from membership by the affirmative vote of two thirds of the full membership, registered in person at any general, annual, or special meeting. Any such member proposed to be removed shall be entitled to at least five days' notice in writing by e-mail of such proposed action, and shall be entitled to appear before and be heard at such meeting.

### **Section 6. Compensation and Expenses.**

Members shall not receive any stated salary for their services as such, but, by resolution of the Executive Committee, the expenses of attendance may be allowed for attendance at each regular or special meeting. The Executive Committee shall have power in its discretion to contract for and to pay to members rendering unusual or special services to ALAB special compensation appropriate to the value of such services.

## **ARTICLE V – OFFICERS**

## **Section 1 – General Powers**

The affairs of the corporation shall be managed by its Officers (sometimes known as the “Executive Committee”) subject to the will of the membership. Said Officers shall also have control and management of all property of ALAB.

## **Section 2 – Responsibility**

The Officers shall transact such business as may be referred to it by the general membership; and as provided by the terms of these Bylaws, shall act in emergencies between meetings of ALAB; shall fill vacancies in office; and shall report at the regular meetings of ALAB. The Officers of ALAB shall be the President, Vice President, Secretary, Treasurer, Marketing Coordinator and such other offices with such powers and duties not inconsistent with this Code of Regulations as may be appointed and determined by the Executive Committee. Any two offices, except those of President and Vice President, may be held by the same person.

## **Section 3 – Number, Tenure, and Eligibility**

- a. There shall be up to five (5) Officers, all of whom are elected and three (3) other trustees elected by the general membership..
- b. Each elected Officer shall be elected at an annual meeting and hold office for two years provided the President and Secretary shall be elected by-annually on a staggered basis Each Officer shall begin their terms at the beginning of the Fiscal Year or until resignation, removal from office, or death.
- c. Each of the elected Officers shall, in addition to their role as Officer, also be elected to and hold contemporaneously with their duty as Officer, one of the following offices: President, Vice-President, Secretary, Treasurer & Marketing.
- d. To be eligible to hold office, a nominee must have consented to the nomination, attended at least three (3) General Membership meetings in the current Fiscal Year , and the nominee must be a current member of ALAB.

## **Section 4 – Compensation**

Officers as such shall not receive compensation for their services unless approved by the members. However, by resolution, ALAB can agree to indemnify any Officer for reasonable expenses and costs actually and necessarily incurred by him or her in connection with any claim asserted against that person by action in court or otherwise, by reason of their being or having been such Officer, except in relation to matters as to which they shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

# **ARTICLE VI –ELECTION OF OFFICERS**

## **Section 1 — Election**

Officers shall be elected at the annual general membership meeting. The vote shall be conducted by ballot

and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

### **Section 2 – Term**

Newly elected Officers will assume their official duties at the commencement of the Fiscal Year. They shall serve for a term of two (2) years or until resignation, removal from office, or death. Officers do not have term limits and may be re-elected into the same or different office by majority vote. Past Presidents are encouraged to remain for 1 year as President Emeritus in order to guide and consult the newly elected President.

### **Section 3 – Vacancies**

A vacancy in any office shall be filled for the unexpired term, by a person elected by majority vote of the remaining Officers with the exception of the Presidential vacancy, which is automatically filled by the Vice-President. The elected Officer shall hold office and serve until the election and qualification of his or her successor.

## **ARTICLE VII – DUTIES OF OFFICERS**

### **Section 1 – President**

Presides at meetings of ALAB, appoints Chairs of committees, acts as ex-officio member of all committees except the Nominating Committee, appoints a member or another 501(c)(3) organization based in Avon Lake to audit ALAB Treasurer's records at the end of the Fiscal Year, establishes schedule of meetings, prepares the meeting agendas, has the ability to call Executive Meetings.

### **2 –Vice-President**

At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law the Vice President shall have such other powers as the Executive Committee may determine, and shall perform such other duties as may be assigned to him or her by the Executive Committee.

### **Section 3 – Secretary**

The Secretary shall keep all records the minutes of ALAB meetings and prepare them for publication and distribution to all members. In addition, the Secretary shall be an authorized signer on all bank accounts

### **Section 4 – Treasurer**

The Treasurer shall have charge of all funds and maintain a full and accurate account of the receipts and disbursements of ALAB. He or she shall make disbursements as authorized by the President, Executive Committee, or membership in accordance with the budget adopted yearly by ALAB. In addition, the Treasurer shall provide a financial statement at each meeting, prepare and publishes an annual report of income and expenditures prior to outside independent accounting firm financial review, have the books financially reviewed annually by an independent party appointed by {02121387-1}

the President after the end of the fiscal year and reports the findings of such review to the Executive Committee, prepares a budget to be submitted to the Officers at the Executive Committee annually. In addition, the Treasurer is an authorized signer on all bank accounts, and shall arrange for the preparation of federal tax returns upon the conclusion of the Fiscal Year, prior to transferring the books to the Successor Treasurer. Further, the Treasurer shall maintain an ongoing record of the items purchased for and donated to the Avon Lake High School Athletic Department, Learwood Athletic Department, or City of Avon Lake's Parks and Recreation Department's K-12 sports programs.

### **Section 5 – Marketing**

The Marketing Officer manages ongoing updates of the ALAB website. He or she reports updates regarding marketing projects to the Board as needed, polices the use of the ALAB brand, and ensures that the name and logo is used consistently throughout ALAB communications. The Marketing Officer will promote community engagement and campaign for new memberships..

### **Section 6– Removal**

Any Officer may be removed from office by the Executive Committee at any regular or special meeting called for that purpose

### **Section 7– Committees**

The President has sole discretion and authority to appoint committees of the Corporation. The President shall annually, or from time to time, appoint a committee to review and provide recommendations on the Code of Regulations. Any committee has a quorum if the majority of its members are present.

## **ARTICLE VIII – CONFLICTS OF INTEREST**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ALAB or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 1: Definitions**

a. **Interested Person** - Any Executive Committee Member or Executive Director who has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: 1. An ownership or investment interest in any entity with which the ALAB has a transaction or arrangement, 2. A compensation arrangement with the ALAB or with any entity or individual with which the ALAB has a transaction or arrangement, or 3. A potential ownership or

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investment interest in, or compensation arrangement with, any entity or individual with which the ALAB is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

A person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

## **Section 2. Procedures**

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest** 1. An interested person may make a presentation at the Executive Committee or other governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. 2. The presiding officer of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. 3. After exercising due diligence, the Executive Committee shall determine whether the ALAB can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the ALAB's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy** 1. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

All potential conflicts of interest must be disclosed immediately by the Officers to the Executive Committee and will then be handled in accordance with ALAB Conflict of Interest Policy.

## **Section 3 – Annual Statement.**

Each Officer, principal officer and member of the Executive Committee shall annually sign a statement which affirms such person:

- A. Has received a copy of this conflict of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands ALAB is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 4. – Periodic Reviews.**

To ensure ALAB operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to ALAB's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **ARTICLE IX – AGENTS AND REPRESENTATIVES.**

#### **Section 1 – Executive Director**

The Executive Committee may utilize an Executive Director who shall serve at the will of the Board. The Executive Director shall direct the day-to-day business of the ALAB and perform such additional duties as may be directed by the Executive Committee. No Executive Committee member may individually instruct the Executive Director. The Executive Director shall make such reports at the Executive Committee meetings as shall be required by the President or the Executive Committee. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Executive Committee nor may the Executive Director be a member of ALAB. The Executive Director may be hired at any meeting of the Executive Committee by a majority vote and shall serve until removed by the Executive Committee upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Executive Committee. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an independent contractor terminable at will,

as provided in this Section.

## **Section 2 – Third Party Professionals.**

The Executive Committee may appoint such third party professionals as outside advisors as needed. In addition the Executive Committee may appoint agents and representatives of the ALAB with such powers and to perform such acts or duties on behalf of ALAB as the Executive Committee may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law

## **ARTICLE XI – INDEMNIFICATION**

**Section 1. Third-Party Actions.** ALAB may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of ALAB, by reason of the fact that he or she is or was an Officer, employee, or agent of or a volunteer of ALAB, or is or was serving at the request of ALAB as a Officer, employee, manager, or agent of or a volunteer of another domestic or foreign nonprofit Corporation or Corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's 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 he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of ALAB, and, with respect to any criminal action or proceeding, if 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, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of ALAB, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

## **Section 2. Actions By or in the Right of ALAB.**

ALAB shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of ALAB to procure a judgment in its favor, by reason of the fact that he or she is or was an Officer, employee, or agent of or a volunteer of ALAB, or is or was serving at the request of ALAB as an Officer, employee, manager, or agent of or a volunteer of another domestic or foreign nonprofit Corporation or Corporation for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of ALAB, except that no indemnification shall be made in respect of any of the following:



A. Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to ALAB unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;

B. Any action or suit in which liability is asserted against an Officer and that liability is asserted only pursuant to Section 1702.55 of the Revised Code.

### **Section 3. Successful Defense.**

To the extent that an Officer, employee, manager, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with that action, suit, or proceeding.

### **Section 4. Authorization of Indemnification.**

Unless ordered by a court and subject to Section 3 of this Article, any indemnification under Sections 1 or 2 of this Article shall be made by ALAB only as authorized in the specific case, upon a determination that indemnification of the Officer, employee, manager, agent, or volunteer or proper in the circumstances because he has or she met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made in any of the following manners:

A. By a majority vote of a quorum consisting of Officers of ALAB who were not and are not parties to or threatened with the action, suit, or proceeding referred to in Sections 1 or 2 of this Article;

B. Whether or not a quorum as described in Section 4(A) of this Article is obtainable, and if a majority of a quorum of disinterested Officers so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for ALAB or any person to be indemnified within the past five years;

C. By the court of common pleas or the court in which the action, suit, or proceeding referred to in Sections 1 or 2 of this Article was brought.

If an action or suit by or in the right of ALAB is involved, any determination made by the disinterested Officers under Section 4(A) of this Article or by independent legal counsel under Section 4(B) of this Article

shall be communicated promptly to the person who threatened or brought the action or suit under Section 2 of this Article, and, within 10 days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

## **Section 5. Expenses.**

A. Unless, at the time of an Officer's or volunteer's act or omission that is the subject of an action, suit, or proceeding referred to in Section 1 or 2 of this Article, the articles or regulations of ALAB state, by specific reference to this Section, that its provisions do not apply to ALAB, or unless the only liability asserted against an Officer in an action, suit or proceeding referred to in Section 1 or 2 of this Article in accordance with Section 1702.55 of the Revised Code, or unless this Section 5(A) applies, the expenses incurred by the Officer or volunteer in defending the action, suit, or proceeding, including attorney's fees, shall be paid by ALAB. Upon the request of the Director or volunteer and in accordance with Section 5(B) of this Article, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding.

Notwithstanding the above, the expenses incurred by an Officer or volunteer in defending an action, suit, or proceeding referred to Section 1 or 2 of this Article, including attorney's fees, shall not be paid by ALAB upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to ALAB by the Officer or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Officer or volunteer was one undertaken with a deliberate intent to cause injury to ALAB or was one undertaken with a reckless disregard for the best interests of ALAB.

B. Expenses, including attorney's fees, incurred by an Officer, employee, manager, agent, or volunteer in defending any action, suit, or proceeding referred to in Section 1 or 2 of this Article may be paid by ALAB as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Officers in the specific case, upon receipt of an undertaking by or on behalf of the Officer, employee, manager, agent, or volunteer to repay the amount if it ultimately is determined that he or she is not entitled to be indemnified by ALAB.

## **Section 6. Exclusiveness; Benefit.**

The indemnification authorized by this Article is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, a vote of disinterested Officers, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be an Officer, employee, manager, agent, or volunteer and shall inure to the benefit of the heirs,

executors, and administrators of such a person.

#### **Section 7. Insurance.**

ALAB may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was an Officer, employee, agent, or volunteer of ALAB, or is or was serving at the request of ALAB as a Officer, employee, manager, agent or volunteer of another domestic or foreign nonprofit Corporation or Corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not ALAB would have the power to indemnify him or her against that liability under this Article. Insurance may be so purchased from or so maintained with a person in which ALAB has a financial interest.

### **ARTICLE XII – MEETINGS**

#### **Section 1 – General Meetings**

The annual meeting of the members of ALAB shall be held at such time and place as is selected by the Executive Committee. . Notice of the time and place of meetings shall be posted on the ALAB website at least 10 days before such meeting.

#### **Section 2 – Meeting Location**

The meeting location shall be designated by the at a location within 5 miles of Avon Lake to be determined by the Executive Committee.

#### **Section 3 – Special Meetings**

Special meetings may be called by the President or by resolution of the Officer and must be called by the President or Secretary on receipt of the written request of one-third of the active members of ALAB. Notice of a special meeting stating the time, place and purpose or purposes shall be posted on the ALAB website not less than 10days before such meeting.

#### **Section 4 – Executive Meetings**

Executive Meetings can be called by the President. Notice shall be given to the Executive Committee at least 24 hours in advance of the scheduled meeting time. Less advance notice can be given only if every Executive Committee member agrees. The President reserves the right to invite guests as needed.

#### **Section 5 – Quorum**

A quorum for the transaction of business in meetings of ALAB shall consist of three (3) Officers and an additional five (5) members in attendance shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the members present in person or by proxy, without notice other than by

announcement at the meeting and without further notice to any absent member. For purposes of Executive Committee meetings, a quorum shall consist of those in attendance.

#### **Section 6 – Notices**

All notices shall for any general meeting or Special Meeting shall include date, time, location, and general description of items to be discussed. All meeting notices may be posted on the ALAB website.

#### **Section 7. Voting.**

At every meeting of members, each member shall be entitled to vote in person. Except for Officer elections and changes to the Bylaws, voting by proxy is permitted. Further, general members must have attended at least two general membership meetings in a Fiscal Year to vote as a general member. All elections shall be had and all questions decided by the members shall be by a majority vote of the active members present in person or by proxy, except as may be otherwise specifically provided by statute or by these Bylaws. Students of Avon Lake High School aged 18 years or older and all general members shall have one vote. Family memberships shall have no more than two votes. All other members have one vote for each member.

### **ARTICLE XIII - DISTRIBUTION OF FUNDS**

#### **Section 1 – Gifts to Teams**

- a. ALAB may purchase items for the benefit of any of the Avon Lake High School, Learwood Middle School, or the City of Avon Lake Parks & Recreation K-12 sports programs, within the following parameters. Items must be donated to and remain the property of the Avon Lake High School and/or Learwood Middle School Athletic Departments, or the City. ALAB does not purchase items that become personal property of an athlete.

#### **Section 2 – Scholarships**

ALAB distributes funds annually to Avon Lake High School student athletes according to the application process as provided in ALAB Standing Rules.

#### **Section 3 – Discretionary Spending**

The President shall have the authority to authorize purchases autonomously for any operating expenditures with one additional Board Member's approval who will not be directly benefitting from the purchase. Operating expenditures of \$2,000 or more require a confirming vote from 2/3 of the Executive Committee.

#### **Section 4- Board Approval**

Any distributions of funds under Section 1 or Section 2 above, or any other request submitted to ALAB for any donation amount must be approved by the majority of the Executive Committee prior to submitting the donation request to the ALAB membership for a vote of approval or disapproval.

### **ARTICLE XIV - FISCAL YEAR**

The fiscal year of ALAB shall begin on July 1 and end on the following June 30 (the "Fiscal Year").

#### **ARTICLE XIV – DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the corporation, the Officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Law, as the Officers shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas 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.

#### **ARTICLE XVI – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern ALAB in all cases in which they are applicable and in which they are not in conflict with these Bylaws, Standing Rules, special rules of order, or Articles of Incorporation.

#### **ARTICLE XVII – AMENDMENTS**

These Bylaws may be amended at any regular general meeting of ALAB by a two-thirds vote of those present and voting. Notice of proposed amendments must have been provided to the membership at the previous meeting. ALAB may appoint a committee to submit a revised set of Bylaws as a substitute for the existing Bylaws only by a two thirds vote at a meeting of a quorum of the general membership. The requirement for adoption of a revised set of Bylaws shall be the same as in the case of an amendment.

#### **ARTICLE XVIII – PROHIBITION AGAINST SHARING CORPORATE EARNINGS**

No member, director, Officer, or employee of, or member of a committee of, or person connected with, ALAB or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of ALAB, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or ALAB in effecting any of its purposes as shall be fixed by the Executive Committee.