

BHS MEN'S LACROSSE BOOSTERS

**DIRECTORS' ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING**

The undersigned, being all of the Directors of **BHS MEN'S LACROSSE BOOSTERS**, an Ohio non-profit corporation (the "Organization"), do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws attached hereto as Exhibit "A" be, and hereby is adopted as the Code of Regulations of the Corporation.

ELECTION OF OFFICERS

WHEREAS, the Organization finds it necessary to elect officers including President, Vice President, Secretary, and Treasurer.

RESOLVED, that the following persons be, and each hereby is, elected to the office of the Organization set forth below opposite his respective name to hold office until the next annual meeting of the Directors for the purpose of electing officers (or Directors' Action in lieu thereof) and until their respective successor is duly elected and qualified or until their earlier resignation, removal from office or death:

Name Office

Cody Grant President

Chip Holloway Vice President

Randy Asencio Treasurer

Carrie Glaeser Secretary

Amanda Farris Spirit Wear Coordinator

Raegan Bulugaris Event Coordinator

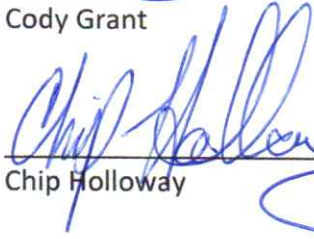
Dee Landskroener Fundraising Coordinator

This document may be executed in any one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this consent as of February 26, 2024.



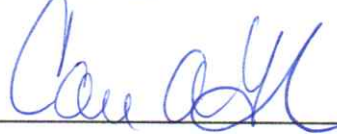
Cody Grant



Chip Holloway



Randy Asencio



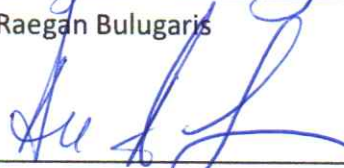
Carrie Glaeser



Amanda M. Farris



Raegan Bulugaris



Dee Landskroener

EXHIBIT A

BYLAWS OF BHS Men's Lacrosse Boosters

ARTICLE I NAME & MISSION

Section 1.1 Name. The name of this corporation is BHS Men's Lacrosse Boosters (the "Corporation").

Section 1.2 Mission. The mission of BHS Men's Lacrosse Boosters is to improve and assist the Beaver Creek High School Men's Lacrosse team.

ARTICLE II PURPOSE

Section 2.1 Structure. The Corporation is a nonprofit corporation organized under the laws of the State of Ohio. The original Articles of Incorporation of the Corporation were filed in the office of the Secretary of State of the State of Ohio on December 15, 2023.

Section 2.2 Purposes. The Corporation is organized and is to be operated exclusively to carry out charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including, but without limitation thereon: (a) to operate a lacrosse booster club in conjunction with and for the benefit of public secondary school students; (b) to exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including, but without limitation thereon, to raise funds, to receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the above purposes; and (c) to engage in any other activity that is incidental to, connected with or in advancement of the foregoing purposes and that is within the definition of charitable and educational for purposes of Section 501(c)(3) of the Code, provided, the powers of the Corporation shall never be inconsistent with the purposes of the Corporation stated above or the Constitution of the United States or the State of Ohio.

Section 2.3 District Support Organization. The Corporation shall comply with all requirements and best practices of Parent/Booster Organizations established by the Beaver Creek City School District and shall evidence such compliance annually in writing as required by Beaver Creek City School District.

Section 2.4 Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 or such other period as may be determined by the Board of Directors (Board).

ARTICLE III OFFICES

Section 3.1 Offices. The principal place of business of the Corporation shall be located at 2251 Raceway Trail, Beaver Creek Twp., Ohio 45434. The Board (as defined in Section 4.1 below)

may change the location of the Corporation's principal office. The Corporation may have additional offices, either within or outside of the State of Ohio, as the Board may determine or as the affairs of the Corporation may require from time to time.

Section 3.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Ohio a registered office and a registered agent whose office is the Corporation's registered office. The address of the registered office may be changed from time to time by the Board in accordance with applicable law.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Powers. All powers and activities of the Corporation shall be exercised and managed by the Board of Directors of the Corporation (the "Board"). Directors shall have no power as individual Directors and shall act only as members of the Board.

Section 4.2 Number of Directors. The authorized number of Directors shall have no fewer than (5) five and no more than seven (7). The Board may modify this number by a majority vote of the full board, but in no case shall the number of Directors be fewer than three (3).

Section 4.3 Term of Office. Each Director shall be elected for a term of three (3) years and shall hold office until a successor has been elected and qualified. New Board members may be elected at any time to fill vacancies. If a Board member is elected at a time other than the annual meeting, his or her three (3) year term shall be calculated starting from the date of the most recent annual meeting.

Section 4.4 Resignation. A Director may resign at any time by giving written notice to the President or the Secretary. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it effective. If the resignation specifies a later effective date, a successor may be elected prior to such effective date to take office when the resignation becomes effective.

Section 4.5 Removal. The Board may remove or suspend a Director with or without cause by a vote of at least two-thirds majority of the entire Board.

Section 4.6 Vacancies. A vacancy in the Board shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by a vote of a majority of the Directors then in office at a meeting called in accordance with Sections 6.3 and 6.4. Each Director elected or appointed to fill a vacancy shall hold office for the unexpired portion of the term or until his or her death, resignation, refusal to act, or removal from office.

Section 4.7 Compensation of Directors. Directors shall not receive any compensation for their services as Directors or for any other goods or services. The Board may authorize the advance or reimbursement to a Director of actual reasonable expenses incurred in carrying out his or her duties as a Director.

Section 4.8 Committees. The Board may create committees to focus on particular aspects of the operation of the Corporation. The Board shall have an executive committee of no fewer than three (3) Directors, who, in intervals between meetings of the Board, may transact such business of the Corporation as the Directors may authorize.

ARTICLE V MEMBERS

Section 5.1. Membership. The Corporation shall have no members as such, and the Directors of the Corporation shall, for the purposes of any statute or rule of law now or hereafter in effect, be taken to be the only members of the Corporation and in their capacity as Directors shall have all the rights, powers and privileges of members.

ARTICLE VI MEETINGS

Section 6.1 Annual Meeting. An annual meeting of the Board shall be held each year on a date to be specified by the Board and will coincide with one (1) of the regular meetings. During this meeting, the Treasurer will provide the Board with year-end financial reports for review.

Section 6.2 Regular and Special Meetings. Regular meetings of the Board shall be held at least four times per year. Special meetings may be called at any time by the President or in the President's absence by any Officer of the Board, provided notice of at least seven days is provided by email or other electronic communication.

Section 6.3. Conduct of Meetings. Meetings may be held in person, virtually, or by phone. Meetings of Directors shall be presided over by the President or, in his/her absence, by the Vice President, or in the absence of both, by a chairperson chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of all Board meetings, provided that in her/his absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings may be governed in accordance with Roberts Rules of Order.

Section 6.4 Quorum and Voting. Votes may be taken at regular or special meetings or between meetings by means of email or other forms of electronic communication. Except as otherwise required by law, a majority (greater than 50%) of the total number of seated Directors shall constitute a quorum for the transaction of business during a meeting of the Board. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of votes by email, however, the vote of a majority of seated Directors shall be necessary to constitute an act of the Board. Vacancies on the Board shall be disregarded in determining a quorum.

Section 6.5 Action By Written Consent Without a Meeting. Any action which may be authorized or taken at a meeting without a meeting with the affirmative vote or approval of, and in writing or writings signed by, or in electronic mail transmission received from, all of the voting Directors who would be entitled to notice of such a meeting, which writing, writings, or electronic mail transmissions shall be filed with the records of the Corporation by the Secretary of the Board.

ARTICLE VII CERTAIN MATTERS

Section 7.1 Board-Approved Policies. The Board may adopt additional governance and management policies as it deems appropriate.

Section 7.2 Adoption, Amendment, and Repeal of Bylaws. These Bylaws shall become effective upon their approval by the Board, and they may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of seated Directors at any meeting, provided that thirty (30) days notice of such amendments be sent to all Directors at their last known email address.

ARTICLE VIII OFFICERS

Section 8.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The President must be a Director. The Corporation may also have such other officers as may be determined by the Board. One (1) person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 8.2 Election and Term. The officers of the Corporation shall be elected by the Board at an annual meeting and shall serve at the pleasure of the Board for a term of three (3) years starting from the date of the most recent annual meeting.

Section 8.3 President. The President shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 8.3 Vice President. The Vice President shall act as coordinator of Corporation events, preside at meetings in the President's absence, and exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 8.4 Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall give or cause to be given notice of all Board meetings as required by law or these Bylaws, and in general shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 8.5 Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct

books and records of account. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, and as may be prescribed by these Bylaws or the Board. The Treasurer will provide monthly bank statements to the Board, which must be reviewed and initialed by a member of the Board. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as designated by the Board, shall disburse or cause to be disbursed the Corporation's funds as ordered by the Board, shall render to the Board, upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 8.6 Resignation. An officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the contract or other rights, if any, of the Corporation in respect of the officer.

Section 8.7 Removal. Officers may be removed from office by the Board, consistent with the Director removal procedures in these Bylaws, with or without cause by a vote of at least two-thirds majority of the entire Board.

Section 8.8 Vacancies. A vacancy in any office for any reason shall be filled by the Board.

ARTICLE IX INDEMNIFICATION

Section 9.1 Right to Indemnity. The Corporation may, upon written request by any person seeking indemnification, indemnify, to the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding if the person acted in good faith, for a purpose the person reasonably believed was in the best interest of the Corporation, and the person had no reasonable cause to believe the person's conduct was unlawful. The Board also may purchase and maintain insurance on behalf of any Director or Officer against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such.

ARTICLE X FINANCIAL MANAGEMENT

Section 10.1 Contracts. The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances or otherwise limited. Consistent with actions by the Board, the President is authorized to execute such instruments on behalf of the Corporation.

Section 10.2 Payment of Money. Unless otherwise determined by the Board, all checks, drafts or other orders for payment of money out of the funds of the Corporation and all notes or other evidence of indebtedness of the Corporation may be signed on behalf of the Corporation by the Treasurer.

Section 10.3 Deposits. The funds of the Corporation not otherwise employed, including any amounts in any reserve fund, shall be deposited from time to time to the order of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 10.4 Investments. In investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Corporation's investments, other than assets which are directly related to the Corporation's public or charitable programs, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital. No investment violates this Section where it conforms to provisions authorizing the investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.1. Purpose. Among the purposes of the conflicts of interest policy or code of ethics is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. The Corporation's policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 11.2. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain the following:

(a) **Names of Persons with Financial Interest.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) **Names of Persons Present.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 11.3. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

ARTICLE XII OTHER PROVISIONS

Section 12.1 Rights of Inspection. Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents and to inspect the physical properties of the Corporation.

Section 12.2 Electronic Transmissions. Unless otherwise provided in these Bylaws or by law or charter agreement, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.