

GLASGOW SCOTTY BOOSTER CLUB

BY-LAWS

ARTICLE I - NAME, OFFICE

Section 1.1 Name

The name of this organization shall be Glasgow Scotty Booster Club.

Section 1.2 Principal Office

The headquarters of this organization shall be located at Glasgow, Montana. The secretary of the corporation shall maintain a copy of the records required by section 3 of Article IX at the principal office.

Section 1.3 Registered Office

The corporation's registered office shall be located within Montana at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The board of directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II - PURPOSE

The purpose of this organization shall be to provide support services for extracurricular activities in Glasgow Public Schools. These services will promote participation and access to activities for all students.

ARTICLE III - MEMBERSHIP

There shall be no members.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Powers and Duties of Directors

All corporate powers shall be exercised by or under the authority of the board of directors. The business, property and affairs of the

organization shall be managed by the Board of Directors (hereinafter sometimes referred to as "the Board".)

Section 4.2 Number, Election, and Tenure

The number of directors shall be seven (7). The Board shall be comprised of one (1) school board member, two (2) school personnel, and four (4) persons from the community at large. Therefore, a director's term expires immediately if he or she no longer is associated with the represented group.

The positions of the two (2) school personnel shall be non-voting positions. Each of the other five (5) directors shall have one vote on any matter that comes before the board. At each annual meeting, successors to directors whose terms expire will be appointed by the incumbent directors to serve for two (2) years each. Upon expiration of the term of a director on the Board, a director shall be eligible for re-election for an additional two (2) consecutive terms. A director who has served three (3) consecutive terms shall again be eligible for election, two (2) years after the completion of their third consecutive term.

Section 4.3 Rotation

Initially, four (4) directors shall be elected to serve a term of two (2) years and three (3) directors a term of one year. When these terms are completed, all subsequently elected directors will serve for terms of two (2) years.

Section 4.4 Vacancies

Any vacancy among the directors by reason of death, resignation, disassociation with the represented group, or inability to act will be filled for the unexpired portion of the term by a majority vote of the remaining directors. This appointed director will fill out the unexpired portion of this term.

If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs.

Section 4.5 Compensation

(a) Reimbursement. Directors shall be given no compensation for their services. Reimbursement for their travel to board meetings or other related events shall be made as funds are available.

(b) Loans to or Guaranties for Directors. The corporation may not lend money to or guarantee the obligation of a director of the corporation.

Section 4.6 Quorum

(a) Required Number to Constitute Act. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Directors. If not enough members are present to constitute a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(b) Director Approval. The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the board unless:

(1) the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or

(2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.7 Removal of Directors

A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

ARTICLE V - GENERAL

Section 5.1 Officers

The officers of the Board shall be a President, Vice-President, and Secretary- treasurer.

Section 5.2. Election and Term of Office

The officers shall be elected by the Board of Directors at the annual meeting to serve for a term of one (1) year. The officers shall take office at the close of the meeting at which they are elected and shall serve until their successors have been elected.

Section 5.3 Removal of Officers

The board of directors may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board's appointment of an officer or agent shall not of itself create contract rights.

Section 5.4 Duties

All officers shall perform the duties prescribed in these By-Laws and shall assume other duties as may be prescribed by the Board.

Section 5.5 The President

The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the board of directors, and shall in general supervise and control, in good faith, all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the board of directors and be exofficio on all committees. The President, with the approval of the Board of Directors, shall appoint chairperson of all committees. The president may sign, with the secretary or any other proper officer of the corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments.

Section 5.6 The Vice-President

If the board of directors appoints a vice-president, the vice president shall perform, in good faith, the president's duties if the president is absent, dies, is unable or refuses to act. If the vice-president acts in the absence of the president, the vice-president shall have all presidential powers and be subject to all the restrictions upon the president. (If there is no vice-president or the vice president is unable or refuses to act, then the secretary shall perform the presidential duties.) The vice-president shall perform any other duties that the president or board may assign to the vice-president.

Section 5.7 The Secretary - Treasurer

The secretary - treasurer shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each director; (6) in general perform all duties incident to the office of secretary and any other duties that the president or the board may assign to the secretary (7) have charge and custody of and be responsible for all funds and securities of the corporation; (8) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositories that the board shall select; (9) submit the books and records to an audit committee or accountant for annual audit or review; and (10) in general perform all of the duties incident to the office of treasurer and any other duties that the president or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.

ARTICLE VI - COMMITTEES

The Board of Directors may create such standing and special committees as may be desirable to facilitate the work and responsibilities of the corporation. The President, with the advice of the Board, shall appoint the members of such committees and shall define the duties of such committees upon the completion of its appointment. The following shall be the initial standing committees, until changed by the Board:

1. Booster
2. Fund Raising and Special Events
3. Programs and Signs
4. Scholarships
5. Jeff Jurgens Tournament
6. Advisory Committee (School Administrators and Activities Directors)
7. Audit Committee

ARTICLE VII - MEETINGS

Section 7.1 Regular Meetings

The Board of Directors shall meet four (4) times per year. The regular fall meeting shall be the annual meeting. Regular board of director meetings may be held by conference telephone, if convened in accordance with section 7.3.

Section 7.2 Special Meetings

Special meetings of the Board may be called by the President or any two (2) directors. Special board of director meetings may be held by conference telephone, if convened in accordance with section 7.3.

Section 7.3 Board of Director Meetings by Conference Telephone

If, authorized by the board of directors, the board of directors or any designated committee of the corporation may participate in a board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see section 7.4), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 7.4 Notice of, and Waiver of Notice for, Director Meetings

(a) Notice. The corporation's secretary shall give either oral or written notice of any director meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone, (regardless of whether it is regular or special), the secretary must provide instructions for participating in the telephone meeting.

(b) Effective Date. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

- (1) 5 days after deposited in the United States mail, addressed to the director's business office, with postage prepaid; or
- (2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or
- (3) the date when received.

(c) Waiver of Notice. Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Neither the secretary nor director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special board meeting.

Section 7.5 Time and Place

The time and place of all regular Board meetings shall be established by the Board. The time and place of any special meeting shall be established by the President or the Directors calling for the special meeting.

Section 7.6 Director Action Without a Meeting

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the corporation. Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

ARTICLE VIII - AUTHORITY

Robert's Rules of Order shall govern the meetings of the Board of Directors.

ARTICLE IX - FINANCES

Section 9.1 Fiscal Year

The fiscal year of the organization shall be from July 1 to June 30.

Section 9.2 Funds

All funds received by the organization shall be credited to the organization and placed in depositories approved by the Board of Directors. All checks and vouchers are to bear two (2) signatures of authorized Board Members; except, the Board may authorize the Program Director to sign checks and vouchers, which checks and vouchers must be co-signed by an authorized Board Member. However, the Director shall not sign checks and vouchers in which the Director is payee or recipient.

Section 9.3 Corporate Records

(a) Minutes and Accounting Records. The corporation shall keep a permanent record of the minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.

(b) Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) Other Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within 2 business days:

- (1) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of directors;
- (4) the financial statement furnished for the past 3 years to the directors;
- (5) a list of the names and business addresses of its current directors and officers; and,
- (6) its most recent annual report delivered to the Secretary of State.

Section 9.4 Director's Rights to Inspect Corporate Records

(a) Absolute Inspection Rights of Records by Directors. A director (or a director's agent or attorney) is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in section 9.3(c)(1)-(6). The director must give the corporation written notice or a written demand to inspect at least 5 days before the date on which the director wishes to inspect and copy.

(b) Conditional Inspection Right. The director (or the director's agent or attorney) may inspect and copy, at a reasonable time and reasonable location specified by the corporation, additional records (listed in section 9.4(b)) if the director meets the following criteria:

(1) the director must give the corporation a written demand to inspect made in good faith and for a proper purpose at least 5 business days before the date on which the director wishes to inspect and copy; and

(2) the director must describe with reasonable particularity:

(i) the director's purpose and

(ii) the records that the director desires to inspect; and

(3) the corporation must approve that the records are directly connected with the director's purpose.

(c) Additional Records. If the director meets the requirements of section 9.4(b), the director may inspect and copy:

(1) excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors acting on behalf of the corporation, to the extent not subject to inspection under paragraph (a) of section 9.3;

(2) accounting records of the corporation; and

(d) Copy Costs. The right to copy includes the right to photograph, xerox, or copy by other reasonable means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the director. The charge may not exceed the estimated cost of production or reproduction of the records.

ARTICLE X. NOTIFICATION OF ATTORNEY GENERAL

Section 10.1 Notification of Attorney General

The secretary of the corporation shall notify the attorney general of the State of Montana when dissolution, indemnification, merger, removal of directors, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

Section 10.2 Dissolution

(a) In the event of dissolution, the secretary shall give the Attorney General written notice that the corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.

(b) The corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice required by section 10.2(a) to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.

(c) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

Section 10.3 Indemnification

The secretary of the corporation must give the Attorney General written notice of its proposed indemnification of a director. The corporation may not indemnify a director until 20 days after the effective date of the written notice.

Section 10.4 Merger

The secretary of the corporation must give the Attorney General written notice of a proposed merger of the corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

Section 10.5 Sale of assets

The secretary of the corporation must give written notice to the Attorney General 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the corporation a written waiver of this subsection.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS, OFFICERS AGENTS, AND EMPLOYEES

Section 11.1 Indemnification of Directors

(a) General. An individual made a party to a proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

- (1) determined permissible and
- (2) authorized, as defined in subsection (b) of this section 11.1 (The indemnification is further subject to the limitation specified in subsection (d) of section 11.1.)

(b) Determination and Authorization. The corporation shall not indemnify a director under section 11.1 of Article XI unless:

(1) Determination. Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (c) below, and

(2) Authorization. Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

(c) Standard of Conduct. The individual shall demonstrate that:

- (1) the individual acted in good faith; and
- (2) the individual reasonably believed:

(i) in acting in an official capacity with the corporation, that the individual's conduct was in the corporation's best interests;

(ii) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and

(iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subsection (c)(2)(ii).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the standard of conduct described in this section.

(d) No indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under section 11.1 of Article XI if:

(1) the director was adjudged liable to the corporation in a proceeding by or in the right of the corporation; or

(2) the director was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the individual acted in an official capacity.

(e) Indemnification Limited. Indemnification permitted under section 11.1 of Article XI in connection with a proceeding by the corporation or in the right of the corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 11.2 Advance Expenses for Directors

The company may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a director who is a party to a proceeding if:

(a) by following the procedures of the Montana Nonprofit Corporation Act the board of directors determined that the director met requirements (c)-(e) listed below; and

(b) the board of directors authorized an advance payment to a director; and

(c) the director has furnished the corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in section 11.1 of Article XI; and

(d) the director has provided the corporation with a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; the director's undertaking must be an unlimited general obligation, but need not be secured, and the corporation may accept the undertaking without reference to financial ability to make repayment; and

(e) the board of directors determines that the facts then known to it would not preclude indemnification under section 11.1 of this Article XI or the Montana Nonprofit Corporation Act.

Section 11.3 Indemnification of Officers, Agents and Employees

The board of directors may choose to indemnify and advance expenses to any officer, employee, or agent of the corporation applying those standards described in sections 11.1 and 11.2 of Article XI.

Section 11.4 Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the corporation, against expenses incurred by the director or officer in connection with the proceeding.

ARTICLE XII. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 12.1 Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 12.2 Loans

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 12.3 Voting of Securities Owned by this Corporation

(a) General. Subject to the specific directions of the board of directors, any shares or other securities issued by another corporation and owned or controlled by this corporation may be voted at any meeting of security holders of the other corporation by the president of this corporation who may be present.

(b) Proxy. Whenever, in the judgement of the president, or in the president's absence, the vice-president, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, the president or vice-president of this corporation, acting in the name of this corporation, shall execute the proxy or written consent. The president or vice-president will not need the authorization of the board to take this action. Nor will the president or vice president need to affix a corporate seal, counter-signature or attestation by another officer. Any person or persons designated in this subsection as the proxy or proxies of this corporation shall have the full right, power, and authority to vote the shares or other securities issued by the other corporation and owned by this corporation the same as the shares or other securities might be voted by this corporation.

ARTICLE XIII. PROHIBITED TRANSACTIONS

Section 13.1 Prohibited Transactions

(a) Prohibition Against Sharing in Corporation Earnings. No director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the board of directors.

(b) Prohibition Against Issuance of Stock, Dividends, Distributions. The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in section 13.1(a) without full consideration. The corporation is prohibited from lending money to guarantee the obligation of a director or officer of the corporation. (See section 4.5(b)). No director of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course, for reasonable consideration, with its directors, trustees, officers without violating this provision.

(c) No Personal Distributions Upon Dissolution. None of the persons listed in section 13.1(a) shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. All directors of the corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the board of directors may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

(d) Other Prohibitions. Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

(1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

(2) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Section 13.2 Prohibited Activities

Notwithstanding any other provisions of these bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

Section 13.4 Corporate Funds Used For Indemnification.

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article XI of these bylaws.

ARTICLE XIV. EMERGENCY BYLAWS

Section 14.1 Emergency Bylaws

(a) General. The following provisions of this Article XIV, section 14.1 "Emergency Bylaws" shall be effective during an emergency which is defined as when a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event.

(b) Notice of Board Meetings. During an emergency, any one member of the board of directors or any one of the following officers: president, any vice-president, secretary or treasurer, may call a meeting of the board of directors. Notice of the emergency meeting need be given only to those directors and officers whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. The notice shall be given at least 6 hours prior to commencement of the meeting.

(c) Temporary Directors and Quorum. During an emergency, one or more officers of the corporation present at the emergency board meeting shall be considered to be temporary director(s) for the meeting. The number of officers needed shall equal the number of directors necessary to constitute a quorum. The officers shall serve in the order of rank, and within the same rank, in order of seniority. In the event that less than a quorum (as determined by Article IV, section 4.6) of the directors are present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

(d) Actions Permitted to be Taken. The board as constituted in paragraph (c), and after giving notice as described in paragraph (b) may:

(1) Officer's Powers. Prescribe emergency powers to any officer of the corporation;

(2) Delegation of Any Power. Delegate to any officer or director any of the powers of directors;

(3) Lines of Succession. Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;

(4) Relocate Principal Place of Business. Relocate the principal place of business or designate successive or simultaneous principal places of business;

(5) All Other Action. Take any other action, convenient, helpful, or necessary to carry on the business of the corporation.

ARTICLE XV. AMENDMENTS

Section 15.1 Amendments

(a) General. An amendment (including adding and replacing sections) to a corporation's bylaws must be approved by a 2/3 vote of directors of the corporation.

(b) Notice of Meeting to Vote Amendment. If the board seek to have the amendment approved by the board at a regular meeting, the secretary of the corporation shall give written notice to the corporation directors of the proposed regular meeting, in accordance with section 7.4. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

(c) Approval of Amendment by Written Consent or Written Ballot. If the board seeks to have the amendment approved by the directors by written consent or by written ballot, the material soliciting the approval must contain or be accompanied by a copy or a summary of the amendment.

ARTICLE XVI - MISCELLANEOUS

Section 16.1 Interpretation

The captions which precede the various portions of the By-Laws are for convenience only and shall in no way effect the manner in which any provision hereof is construed. Whenever the context so requires the singular, the whole shall include any part thereof and any gender shall include both genders. The invalidity or enforceability of any provision contained in the By-Laws shall not affect the validity or enforceability of the remainder thereof.

We, the undersigned, being all of the Board of Directors of GLASGOW SCOTTY BOOSTER CLUB, hereby certify that the foregoing bylaws consisting of sixteen (16) articles have been duly adopted as the bylaws of the corporation.

DATED this 4th day of October, 2005.
