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BUCKEYE BOOSTERS, INC.

CODE OF BY-LAWS

ARTICLE I -- PURPOSE AND MEMBERSHIP

Section 1. Purpose

The purpose and intent of Buckeye Boosters, Inc. ("Boosters" or "corporation"), is to serve and function for the pleasure and recreation of its membership as a non-profit social and recreational club which undertakes organization and facilitation of events and activities in support of intercollegiate athletics at The Ohio State University ("the University"), whereupon such events and activities are intended to produce associated fund-raising for the betterment of athletics at the University. These goals will be accomplished, in part, by working within guidelines as set forth by the University's Director of Athletics.

As authorized and directed by Sections 1702.10 and 1702.11 of the Ohio Revised Code (eff. 04/10/2011) and by any successor statute or statutes, this Code of By-Laws ("By-Laws") serves as regulations for the government of the corporation and the conduct of its affairs. The By-Laws shall be enforced and implemented consistent with the Articles of Incorporation of the Boosters and with applicable Ohio and federal law.

Section 2. Membership

Application for membership in the Boosters, in such form as may be prescribed by the corporation's Board of Directors ("Board" or "Directors"), shall be made to the Secretary-Treasurer of the Boosters, or his or her duly designated representative. Any person shall be eligible for membership in the Boosters upon approval of application by a majority vote of the Board present at any regular or special meeting of the Board. There shall be one classification of membership in the Boosters, only conferred on individual persons.

In granting or denying membership to the Boosters, the corporation shall not discriminate on the basis of race, color, religion, or national origin.

As a social club, the events and activities of the Boosters shall provide and promote the opportunity for fellowship, commingling, and personal contact between and among the members. Such events, activities, and operations of the Boosters shall be designed to reflect that the members of the Boosters are bound together by the common objective and with mutuality of interests as described in Article I, Section 1, of the By-Laws.

At events and activities of the Boosters, members shall be personally responsible for their own conduct and that of their guests.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Composition and Derivation of Authority

The corporate powers of this corporation shall be vested in a Board which shall consist of up to eighteen (18) members. The number of members comprising this Board may be increased or decreased by a two-thirds of the vote of the existing Board.

Upon applying for membership in the Boosters, the applying person shall agree in writing, effective on his or her election to membership in the Boosters, to delegate and provide his or her proxy which expressly and generally authorizes the Board to manage, operate, and control the corporation.

Each member's proxy shall be incorporated into the member application to the Boosters and shall read as follows:

APPOINTMENT OF PROXY: For the period of my membership in the Buckeye Boosters, Inc., secured by payment of dues with this application, I designate the President of Buckeye Boosters as my proxy on all matters that require votes of the members as described by the Articles of Incorporation, Code of By-Laws, or the Ohio Revised Code.

The member's signature on the member application shall evince said member's certification and agreement to the foregoing proxy.

When employing proxies of the members of the Boosters for requisite votes by the membership, the President shall equally allocate the collective proxies among the Directors who have appeared at meetings of the Board; and each Director shall cast his or her vote on matters before the Board with the combined set of proxies allocated to him or her by the President. This process for voting of the membership by proxy assigned to the President and re-assigned to Directors is intended to comply with the intent of Sections 1702.17 and 1702.22 of the Ohio Revised Code (eff. 03/29/2007) and of any successor statutes and of Section 1702.30 of the Ohio Revised Code (eff. 05/04/2012) and of any successor statute.

The Board shall perform all acts expressly or required of it, by the Articles of Incorporation, or necessary or incidental thereto, shall administer, invest, or disburse the funds of the corporation, and take such other actions as may be considered appropriate to accomplish the stated purposes for which this corporation was formed, all in accordance with and subject to the provisions of said Articles of Incorporation and these By-Laws, and the limitations and restrictions thereof.

Section 2. Exercise of Duties and Authority

The Board shall be comprised of current members in good standing of the Boosters in a number as described by Article II, Section 1, of these By-Laws. A member of the Board, also holding the title of a "Director" of the Boosters, may hold office until such time as replacement becomes necessary through death, removal as described in Article V, VII, and/or VIII of the By-Laws, or resignation as described in Article VI of these By-Laws. Unless otherwise directed by the By-Laws, nomination for election for replacement of any of the Board members shall be at the discretion of the President of the corporation.

The Board shall have general charge of all of the business affairs and finances of the Boosters.

The Board shall have authority to appoint such Committees and Committee Chairs of the Boosters as it deems necessary to assist in carrying out the business and purposes of this corporation.

The Board shall be empowered to fill vacancies in the Board by the election of such a member to the Board at either at an annual or special meeting of the Board. Said election shall be conducted by those members of the Board who are present and voting at a meeting of the Board.

The Board shall be authorized to designate a person as "Legal Counsel" to the Board, who will provide legal advice and legal services to the Boosters as requested by the President or as prescribed by a majority vote of Directors who are present and voting at a meeting of the Board.

ARTICLE III -- OFFICERS

Section 1. Designations of Officers and Performance as Executive Committee

The officers of this corporation shall be as follows: President, First Vice-President, Second Vice-President, Secretary-Treasurer, and either Tour Director or Co-Tour Directors. These officers of the corporation, plus the immediate Past President, shall comprise the Executive Committee of the Boosters. The Executive Committee of the corporation shall convene, when necessary, prior to any Board meeting to make recommendations for issues needing to be addressed or motions made.

Said officers of the corporation shall be elected by the Board at its regular January meeting on an annual basis.

All officers of the Boosters shall be members of the Board.

Section 2. President

It shall be the duty of the President of the corporation to preside at meetings of the members and of the Board and to perform such other duties as ordinarily pertain to such office.

Section 3. Vice Presidents

It shall be the duty of the First or Second Vice Presidents to preside, in sequence of seniority based upon availability, at meetings of the members and of the Board in the absence of the President and to perform such other duties as ordinarily pertain to such office.

Section 4. Secretary-Treasurer

It shall be the duty of the Secretary-Treasurer to have custody of all funds, accounting for same to the membership of the Board, and such other duties as ordinarily pertain to such office. The Secretary-Treasurer, or his or her designated representative, shall also keep the record of the general membership of the Boosters, send out notices of meetings of the membership, the Board, and the Committees of the Boosters, record and preserve the minutes of such meetings, and perform such other duties as ordinarily pertain to such office, as may be prescribed by the Board. With express approval of the Board, the Secretary-Treasurer shall have the authority to delegate his or her duties to a person employed or contracted for hire.

Section 5. Tour Director(s)

It shall be the duty of the Tour Director or Co-Tour Directors to handle all of the details of arrangement, procurement, and scheduling of all trips sponsored by the Boosters in accordance with the policies established by the Board. With express approval of the Board, the President shall have the authority to delegate duties assigned by these By-Laws for the Tour Director or Co-Tour Directors to a

person employed or contracted for hire by the Board. In the event of such delegation, the Board has the discretion not to elect a Tour Director or Co-Tour Directors as a standing officer or officers of the Boosters.

Section 6. Additional Duties

The above-identified officers of the corporation shall also have such additional powers and duties as the Board may prescribe by a two-thirds vote of a quorum of the Board at a regular or special meeting of the Board.

ARTICLE IV-- FINANCES

Section 1. Financial Support of the Corporation

In compliance with standards established by current Internal Revenue Code (“IRC”) Section 501(c)(7), or by any subsequent version of this federal statute, the Boosters primarily shall financially support and sustain the organization and its events, activities, and operations by receipts and revenue generated by dues, fees, charges, or other funds paid to the corporation by the members of the Boosters.

Section 2. Non-Profit Conduct of the Corporation

Through the events, activities, and operations of the corporation, there shall be no inurement of income to the Boosters. The events, activities, and operations of the Boosters shall not be conducted on a commercial basis. No part of the net revenue or earnings of the corporation shall inure to the benefit of a member of the Boosters. No person who serves as an employee of the Boosters shall receive compensation predicated on a percentage of gross or net revenue or earnings of the corporation.

Section 3. Depository

All funds received by this corporation shall be deposited in a bank designated by the Board.

Section 4. Disbursements or Receipts of Funds by Check or Electronic Transfer

All disbursements of funds of the corporation, whether by physical check or by electronic transfer, that exceed \$500.00 shall have the written or electronic endorsement of two persons authorized by a resolution adopted by at least a majority vote of a quorum of the Board at a regular meeting or special meeting of the Board.

The corporation shall be authorized to process receipts of funds and to process associated applications and notices electronically.

Section 5. Capacity to Compensate

Although no part of the net revenue or earnings, if any, or net assets of the corporation shall inure to the benefit of, or be distributable to, any of the Boosters’ officers, Directors, or members, the corporation is authorized to pay reasonable compensation or reimbursement for services actually rendered and to make payment and distributions in furtherance of the tax-exempt status of the corporation in compliance with standards established by current IRC Section 501(c)(7), or any subsequent version of this federal statute.

Section 6. Reserve Fund of the Corporation

Upon discretionary approval by a majority vote of a quorum at a meeting of the Board of the corporation, the Boosters shall have authorization to establish a “reserve” fund from its investment income to be used for charitable, scientific, literary, and educational purposes and for other purposes specified in current IRC Section 170(c)(4), or any subsequent version of this federal statute. Such money allocated to this reserve fund shall be set aside by the corporation during the calendar year in which such funds would have been taxable, or set aside on or before the due date for filing the requisite form with the Internal Revenue Service making declaration of such allocation to this reserve fund.

Section 7. Annual Financial Accounting and Reporting

For purposes of accounting and all financial reporting, the corporation shall operate on a fiscal year that begins on July 1 and ends on June 30. As required in order to conform to the financial accounting and reporting of the University’s Athletic Departments, the Board or Executive Committee shall have the option to modify the beginning and ending dates for the corporation’s annual financial accounting and reporting.

ARTICLE V -- BOARD MEETINGS

Section 1. Annual Meetings

The President shall convene an annual meeting of the Board in January. At the annual meeting, the Board shall elect Officers who shall serve during the balance of the calendar year of their election.

Section 2. Special Meetings

At his discretion, the President shall call and convene special meetings for the Board or Executive Committee to confer and, as required, take formal action on matters that effect the operations of the Boosters. The President shall call and convene Special Meetings of the Executive Committee only if the President determines that the Boosters must urgently take action on a matter affecting operations of the corporation.

Section 3. Attendance at Board Meetings by Directors

The Directors of this corporation shall be encouraged to attend all meetings of the Board as provided by these By-Laws. Should any Director, without cause, fail to attend any three consecutive meetings of the Board, the Board may, after notice to said Director, request the resignation of that Director and/or institute proceedings to cause that Director to be removed from the Board.

Section 4. Directors’ Participation by Telephone or Electronically in Board Meetings

At the discretion of the President, any and all Board members may participate and, if required, register valid votes on measures entertained for action by the Board by telephone or by electronic modality in the annual meeting and in any special meeting of the Board or Executive Committee.

Section 5. Quorum, Motions, and Voting

A majority of the Directors in attendance at a meeting of the Board shall constitute a quorum. If less than a quorum is present, the meeting shall be convened and business conducted as if a quorum were present; however, no decisions shall be binding on the Board and the corporation until approved by a

majority of the Board members. Motions may be offered and seconded by any Director in attendance at a Board meeting. Unless otherwise specified by these By-Laws, the Board's votes on any motion shall be decided by a majority of Directors present, with ties equating to a defeat of a motion.

Section 6. Executive Committee's Authority

In addition to the advisory authority of the Executive Committee described in Article III, Section 1 of the By-Laws, at any special meeting of the Executive Committee called by the President pursuant to Article V, Section 2 of the By-Laws, the Executive Committee shall be authorized to act on behalf of the corporation with the same general powers of the Board and with the same powers of the Board as described in these By-Laws.

ARTICLE VI -- RESIGNATION OF A DIRECTOR

Any Director may resign his or her office at any time. Such resignation shall be made in writing, shall be submitted to the Secretary-Treasurer, and shall take effect at such time as is specified in the instrument.

ARTICLE VII -- QUALIFICATIONS OF A DIRECTOR

No person may serve as a Director of the Boosters or continue to serve as a Director unless he or she is and shall remain of good moral character. Membership of the Board is contingent upon the maintenance of the highest standards by the individual Directors. Removal proceedings may be commenced by any Director upon motion properly made in conformance with these By-Laws. Cause for such removal shall exist upon the occurrence of any of the following:

1. Written resignation submitted to the Secretary-Treasurer;
2. Death;
3. A willful violation of or a failure to comply with provisions of the By-Laws and/or duly promulgated rules and regulations of this corporation respecting the membership rights and duties of the Board; or
4. Attempt by a Director to use the Boosters for personal gain.

Any Director may be suspended for cause as a result of any of the foregoing or for conduct prejudicial to the best interests of the corporation, provided, however, that any Director the subject of such removal proceedings shall be entitled to a hearing before the Board within sixty (60) days after receipt of notice from the Board of intent to remove.

ARTICLE VIII -- REMOVAL OF A DIRECTOR

Any Director may be removed from the Board by an affirmative vote of no less than two-thirds of the members of the Board. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been given to the Board together with or as part of the notice of the meeting.

Such removal may be accomplished with or without cause, but the Director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

The removal of a Director may be initiated at the annual or special meeting of the Board by a motion at the meeting by any Director, and/or at a special meeting called for that purpose by petition signed and submitted to the President by any six (6) members of the Board. More than one Director may

be considered for removal under a single motion or by a single petition, but vote on the motion or petition for removal shall be separate as to each Director. The vote of no less than two-thirds of the members of any Board shall be necessary to accomplish the removal of any Director.

The vacancy created by the removal of a Director under the foregoing provisions shall be filled by vote of the members of the Board remaining consistent with the provisions of these By-Laws.

ARTICLE IX -- VACANCIES ON BOARD OF DIRECTORS

A vacancy in the Board may be filled by a majority vote of the remaining Directors, provided a quorum is present at a meeting of the Board of the Boosters. Each Director, so elected, shall hold office until his or her successor is elected at an annual, regular, or special meeting of the membership of the corporation.

ARTICLE X -- COMPLIANCE

No Boosters money shall be expended, allocated, or committed to any person or entity connected directly or indirectly with the University's Athletic Department without the written approval of the Director of Athletics. The Director of Athletics or his or her designee shall serve as an ex officio, non-voting member of the Board and of any group empowered to act on behalf of the Board. This Article of the By-Laws may not be revised or eliminated from the By-Laws of the Boosters without prior notification to the Director of Athletics of the University.

ARTICLE XI -- DISSOLUTION OF THE CORPORATION

The corporation shall not be dissolved except upon at least a two-thirds vote of members of the Board. If the Boosters dissolves as a corporate entity, after satisfaction of any obligated indebtedness of the corporation, its assets will be distributed to the University.

ARTICLE XII – MEMBERSHIP DUES

The annual dues for the members of this corporation shall be determined by an affirmative vote of the Board. Such dues for members shall be accepted by the corporation at any time and shall only apply for the Boosters' events of the year in which payment is received. Members of the Boosters in default of payment of dues will not be permitted to participate in a trip, tour, or event under the sponsorship of the Boosters.

ARTICLE XIII -- TAX-EXEMPT NONPROFIT STATUS

Section 1. Sustaining Tax-Exempt Nonprofit Status

As a non-profit corporation formed under Ohio law, the Boosters shall endeavor in good faith to sustain its status as a tax-exempt corporation under IRC Section 501(c)(7), or under any subsequent version of this federal statute.

Section 2. Compliance with Federal and State Law

The content and the application of the Articles of Incorporation of the corporation and these By-Laws shall be interpreted and employed so as to comply with all applicable federal laws and regulations and with all applicable laws and regulations of the State of Ohio.

ARTICLE XIV -- AMENDMENTS

Amendments to this Code of By-Laws may be made at any regular or special meeting of the Board of the Boosters by a two-thirds vote of those present in person and voting.