

**BYLAWS
OF
BULLDOG BOOSTER CLUB**

ARTICLE 1

NAME, PRINCIPAL OFFICE, SEAL, AND REGISTERED AGENT

Section 1.1 Name of Corporation. The name of this corporation will be Bulldog Booster Club (the "corporation").

Section 1.2 Principal Office. The principal office of the corporation will be located at 1001 E. Park Ave., Milbank, SD 57252. The Board of Directors may change the location of the principal office, which can be within or outside the state of South Dakota.

Section 1.3 Corporate Seal. The Board of Directors may provide a corporate seal, which will be circular in form and which will have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

Section 1.4 Registered Agent. While the corporation remains a South Dakota nonprofit corporation, the corporation will have and maintain a registered agent within the state of South Dakota, in accordance with SDCL § 59-11-6, or successor statute. The corporation's initial registered agent will be the person set forth in the corporation's Articles of Incorporation. The Board of Directors may change who will serve as the corporation's registered agent.

ARTICLE 2

PURPOSES

Section 2.1 Purpose. The general purposes of the corporation are set forth in the corporation's Articles of Incorporation and for any charitable, education, or scientific purpose as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE 3

NONPROFIT STATUS

Section 3.1 Nonprofit. The corporation is organized exclusively for charitable, scientific, literary and educational purposes as a nonprofit corporation and its activities will be conducted solely for the aforesaid purposes. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation will not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of these Bylaws, the corporation will not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code of 1986, or (2) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

Section 3.2 Benefit. No part of the earnings or any of the assets of the Organization will inure to the benefit of or be distributed to any director or officer or private individual, except for the reimbursement of reasonable expenses incurred during the rendering of services to the Organization in furtherance of its purposes.

ARTICLE 4

MEMBERS

Pursuant to the Articles of Incorporation, the corporation will not have members.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the corporation will be managed and controlled by a Board of Directors.

Section 5.2 Number and Term. The Board of Directors will consist of five to nine directors, as determined by the Board of Directors from time-to-time. The initial Board of Directors will consist of five persons. Three initial director positions will be occupied by the Superintendent, High School Principal, and Activities Director of Milbank High School. Two director positions will be held by at large persons elected by the Board of Directors. The two initial at large director positions will be for terms of four years. The term for each director position added at a later time will be determined by majority vote of the Board of Directors. If the size of the Board of Directors is reduced, the vote to reduce the size of the Board of Directors must identify the board positions to be eliminated. Each director will have the power to exercise one vote on all matters to be decided by the Board of Directors.

Section 5.3 Election. At large directors will be elected at the annual meeting of the Board of Directors. If the election of directors will not be held at such meeting, such election will be held as soon thereafter as conveniently may be.

Section 5.4 Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5.5 Annual Meeting. An annual meeting of the Board of Directors will be held at the call of the President, or at the request of a majority of the Board of Directors. Notice of such meeting will be given as provided in Section 5.9 hereof. The notice will designate the time, place and date of such meeting; however, the notice need not specify the business to be transacted. Any vacancies in the Board of Directors as a result of the expiration of a director's term will be filled at the Annual Meeting.

Section 5.6 Regular Meetings. Regular meetings of the Board of Directors will be held from time-to-time at such time and place as may be fixed by a majority of the Board of Directors. A regular quarterly meeting will be held year-round.

Section 5.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or upon written request by any two directors stating the purpose of the meeting. Special meetings may be held as needed if called for by the Board of Directors.

Section 5.8 Notice of Meeting. Written notice of the place, day, and hour, and in cases of special meetings, the purpose, will be given to all members of the Board of Directors not less than five and not more than fifty days before the date of the Annual Meeting and at least two days before the date of any regular or special meeting. Notice will be given by U.S. Mail, email, fax, or SMS text message.

Section 5.9 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived either before, at, or after such meeting in writing, signed by each director. A director, by attendance and participation in the action taken at any meeting of the Board of Directors will be deemed to have waived notice of such meeting unless the person's appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5.10 Quorum. At any meeting of the Board of Directors, a majority of the directors will constitute a quorum necessary to conduct business as a Board of Directors. Unless otherwise specified by statute, these Bylaws, or in the Articles of Incorporation, a majority vote of directors at any meeting satisfying the quorum requirement herein will be final and conclusive as to actions of the Board of Directors.

Section 5.11 Presence at Meetings. Directors or any committee members may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other and such participation at a meeting will constitute presence in person at the meeting.

Section 5.12 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of one or more directors, but may include persons who are not directors. The committees, to the extent provided in said resolution, but only to the extent set forth in such resolution, will have and exercise the authority granted by the Board of Directors. The designation of such committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed upon a director by law.

Section 5.13 Board Action Without Meeting. Any action that could be taken at the meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting when authorized in writing and signed by all of the directors.

Section 5.14 Chairperson. At all meetings of the Board of Directors, the President, or in the President's absence the Vice President, and in the Vice President's absence a chairperson chosen by the directors, will preside.

Section 5.15 Compensation. Directors will not receive any compensation for their services (but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at special meetings of the board); provided, that nothing herein contained will be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 5.16 Removal. A director of the corporation may be removed from office by a vote of the majority of the remaining members of the Board of Directors for malfeasance, misconduct, or neglect of duty, criminal conviction or for other personal conduct outside the confines of the corporation that is either detrimental or may be viewed as negatively impacting the corporation as determined by the remaining members of the Board of Directors.

Section 5.17 Vacancies. In case any member of the Board of Directors becomes vacant by death, resignation, retirement, disqualification, removal, or any other cause, the Board of Directors may appoint a new Director to fill such vacancy and the Director so appointed will complete the elected term of the director being replaced.

Section 5.18 Conflict of Interest. Any potential conflict of interest will be disclosed by the director who is involved; provided, however, that any director may provide notice of a potential conflict of interest to the President when such director becomes aware of a potential conflict of interest, whether such potential conflict of interest involves that director or not. The Board of Directors will determine whether or not a conflict of interest exists and the director with the potential conflict of interest will not participate in this determination. If the Board of Directors determines that a conflict of interest exists, the director with the conflict will abstain from voting on any resolution of the Board of Directors involving the issue or subject matter from which the conflict has arisen and, if appropriate, such director will recuse himself or herself from any discussion of that issue or subject matter.

ARTICLE 6

OFFICERS

Section 6.1 Number. The officers of the corporation will consist of a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer positions may be combined into one position, or may be kept separate, as determined by the Board of Directors. Other officer positions, and the powers, duties and responsibilities of each position, may be established by resolutions adopted by the Board of Directors.

Section 6.2 Election, Term of Office and Qualification. The officers of the corporation to be elected by the Board of Directors annually at each annual meeting. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as conveniently may be. Each officer will hold office until his or her successor will have been duly elected and will

have qualified or until his death or until he or she will resign or will have been removed in the manner hereinafter stated. All officers will be elected through open nomination at a Board of Directors meeting and will serve for a term of one year.

Section 6.3 Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, removal from office, or any other cause, the Board of Directors will elect an officer to fill such vacancy and the officer so elected will hold office and serve for the unexpired term. A vacancy in any office may be filled by a vote of the Board of Directors.

Section 6.4 President. The President will preside at all meetings of the Board of Directors and will be an ex officio member of all committees. The President will have and exercise general charge and supervision of the affairs of the corporation and will do and perform such other duties as may be assigned to the President by the Board of Directors. The President will preside over all Board of Director meetings and assure that the by-laws are followed.

Section 6.5 Vice President. At the request of the President or in the event of the President's absence or disability, the Vice President will perform the duties and exercise the powers of the President; and to the extent authorized by law, the Vice President will have such other powers as the Board of Directors may determine, and will perform such other duties as, may be assigned by the Board of Directors. The Vice President will preside over meetings in the case of absence of the President. The Vice President will also chair committees as delegated by the Board of Directors or the President.

Section 6.6 Secretary. The Secretary will have charge of such books, documents and papers as the Board of Directors may determine and will have the custody of the corporate seal. The Secretary will attend and keep the minutes of all meetings of the Board of Directors of the corporation. The Secretary may sign with the President or Vice President in the name or on behalf of the corporation any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the corporation. The Secretary will in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and will do and perform such other duties as may be assigned by the Board of Directors. The Secretary will keep a record of attendance at the meetings and maintain a written record of proceedings.

Section 6.9 Treasurer. The Treasurer will have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the performance of the Treasurer's duties, premiums for which will be paid out of corporation funds, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and will deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer will sign all receipts and vouchers, and together with such other officer or officers, if any, as will be designated by the Board of Directors, the Treasurer will sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof will be expressly designated

by the Board of Directors, or by these Bylaws to some other officer or agent of the corporation. The Treasurer will make such payment as may be necessary or proper to be made on behalf of the corporation. The Treasurer will enter regularly on the books of the corporation an accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the corporation and will exhibit such books at all reasonable times to any director or member on oral or written application at the office of the corporation. The Treasurer will, in general, perform all of the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer will manage funds for the Board of Directors.

Section 6.11 Compensation. Officers will not receive any compensation for their services, provided that nothing herein contained will be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

Section 6.12 Removal. Any officer or agent elected or appointed may be removed from office by an affirmative vote of a majority of the Board of Directors at a special meeting called for that purpose, whenever, in its judgment, the best interests of the corporation will be served thereby. By means of illustration and not limitation, the best interests of the corporation will not be served by an officer for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for the refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed will be entitled to at least two days' notice of such meeting and will be entitled to appear before and be heard by the Board of Directors at such meeting. Any officer may be removed by a two-thirds vote of a quorum of the Board of Directors. The Secretary will give notice of removal to the officer not more than ten days subsequent to the action.

ARTICLE 7

INDEMNIFICATION AND INSURANCE

Section 7.1 Indemnification. The corporation may indemnify a director, officer, employee or agent of the corporation pursuant to SDCL §§ 47-22-65.1 to 47-22-65.8. Bulldog Booster Club will to the extent legally permissible indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the corporation to procure a judgment in its favor) by reason of the fact that he or she was or is a representative of the corporation, or is or was serving at the request of the Board of Directors as a representative of another partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case by the Board of Directors on the advice of independent counsel that such indemnification is proper in the circumstances because the person acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the corporation and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the South Dakota Nonprofit Corporation Law.

Section 7.2 Liability of Directors. A director of the corporation is not liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for:

- a. a breach of a director's duty of loyalty to the corporation;
- b. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- c. a transaction from which a director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or,
- d. an act or omission for which the liability of a director is expressly provided for by statute.

Section 7.3 Indemnification of Directors and Officers. To the extent permitted by law, each director and officer, or former director and officer of the corporation, may be indemnified, defended and held harmless by the corporation against liabilities imposed upon her/his and against her/his (including attorney's fees), or any action, of her or his service as a director or officer, and against such sums as independent counsel selected by the Board of Directors will deem reasonable payment made in settlement of any such claim, action, suit or procedure; provided, however, that no director or officer will be indemnified with respect to matters which such indemnification would be against public policy or in contravention of the South Dakota's Nonprofit Corporation Act, as such Act may from time to time be amended.

Section 7.4 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article or of South Dakota's Nonprofit Corporation Act, as such Act may from time to time be amended.

Section 7.5 Non-exclusiveness. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, Bylaws, any agreement, vote of shareholders, any insurance purchased by the corporation, or otherwise, both as to action in the Indemnitee's official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person; provided, however, the corporation may not provide for indemnification against gross negligence or willful misconduct, under any Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in the Indemnitee's official capacity and as to action in another capacity while holding such office.

ARTICLE 8

CONTRACTS, CHECKS, DEPOSITS AND FUND

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents by the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee will have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount. The Board of Directors may authorize any two officers or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 8.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents, of the corporation, and in such manner as will from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the President of the corporation. All checks, drafts or orders for the payment of money or other evidences of indebtedness issued in the name of the corporation will be approved and signed by such officers and in such manner as will be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the President or Vice President or by such officers or agents as the President designates.

Section 8.3 Deposits. All funds of the corporation will be timely deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.4 Loans. No loans will be contracted on behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

All solicitation of funds in the name of Bulldog Booster Club must be coordinated with the Board of Directors. There will be no solicitation of funds in the name of Bulldog Booster Club for special events without the prior authorization of the Board of Directors. All formal grant applications must have the approval of the Board of Directors.

ARTICLE 9

BOOKS AND RECORDS

Section 9.1 Books and Records. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of

Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, officer, or member or the agent or attorney of the same for any proper purpose at any reasonable time. The corporation will keep correct books and records of accounts, records of attendance, and the minutes of the proceedings of the Board of Director meetings. The corporation will keep an accurate record of the names and addresses of the Board of Directors.

ARTICLE 10

FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of June each year. An audit of the books and records of the corporation will be conducted annually. The audit report will be presented to the Board of Directors within thirty days of completion of audit.

ARTICLE 11

WAIVER OF NOTICE

Section 11.1 Waiver of Notice. Whenever notice is required to be given under the provisions of the Nonprofit Corporation Act of South Dakota, as such Act may from time to time be amended; the Articles of Incorporation; or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Wherever any notice is required to be given under the South Dakota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE 12

AMENDMENTS TO BYLAWS

Section 12.1 Amendments. The Board of Directors will have the power to make, alter, amend and repeal the Bylaws of the corporation by a majority vote of the directors who are entitled to vote, provided that notice of the proposed alteration, amendment or repeal will have been given to the Board of Directors in the notice of such meeting. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any called meeting of the Board of Directors, if at least ten (10) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting.

Section 12.2 Construction of Bylaws. If any provision in these Bylaws is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal or

unenforceable provision had not been included in the Bylaws. The headings used in these Bylaws are used for convenience and will not be considered in construing the terms of these Bylaws.

ARTICLE 13

AMENDMENTS AFFECTING DISSOLUTION OR REORGANIZATION

Section 13.1 Dissolution or Reorganization. Any action to dissolve the corporation or to reorganize it must be by a majority vote of the directors who are entitled to vote who are present at a meeting after the following requirements have been met:

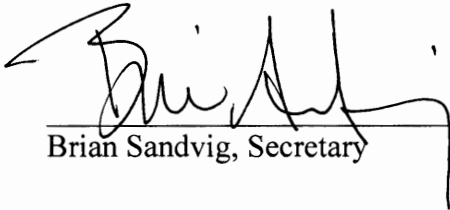
- a. Written notice of the proposed action was sent to the Board of Directors at least one week prior to each meeting at which such action was to be considered; and
- b. The notice of these meetings stated that the proposed action would be considered and voted upon.

Section 13.2 Disposition of Assets upon Dissolution. Upon the dissolution of the corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue law qualified to receive same. Any of such assets not so disposed of will be disposed of by the district court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such local organization or organizations as said court will determine which are organized and operated exclusively for such purposes. In no event will any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the corporation or any private person or individual whomsoever.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of **Bulldog Booster Club**, a South Dakota nonprofit corporation, do hereby certify that the foregoing Bylaws with articles numbered from 1 to 13, inclusive, are the Bylaws of said non-profit corporation, and that the same were duly adopted by the directors of said corporation on the 15th day of July, 2021, and that the same were adopted by the unanimous vote of all of the directors of said nonprofit corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of July, 2021.



Brian Sandvig, Secretary