

**Amended and Restated Bylaws
Of
Durango Demon Booster Club, Inc.
A Colorado Non-Profit Corporation**

The following Amended and Restated Bylaws of Durango Demon Booster Club, Inc, were adopted by unanimous roll call vote of a quorum of the membership representatives on June 12, 2023.

Article I. Purpose and Organization

Section 1: Purpose

1. The purpose of the Durango Demon Booster Club, Inc. (DDBC or “corporation”) is to promote, encourage and support Colorado High School Athletic Association (CHSAA) sponsored high school athletic programs in the Durango School District 9-R.
2. The corporation is dedicated to the above-referenced charitable and educational purposes and shall not engage in any activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the DDBC shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the DDBC shall not participate in or intervene in any political campaign on behalf of any candidate for a public office or for or against any cause or measure being submitted to the people for a vote.
3. The DDBC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in this Article I.

Section 2: Name and Offices

1. The name of the corporation shall be: Durango Demon Booster Club.
2. The principal office of the corporation shall be located in the City of Durango, County of La Plata, State of Colorado. The corporation may have other offices as the board of directors may determine or as the affairs of the corporation may require.
3. The corporation's registered office shall be 2390 N. Main Ave., Durango, Colorado, and the registered agent whose office is identical with the registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Colorado, and the address of the registered office may be changed from time to time by the board of directors.

Article II. Members

Section 1. Membership

Membership in the organization shall be open to all individuals and businesses who are in agreement with the purposes of the DDBC.

Section 2. Voting

Voting privileges are extended only to one representative from each sport (or such representative's designated alternate) who is appointed by that sport's head coach and present when the vote is taken. A sport shall be defined as those programs sponsored by the Colorado High School Athletic Association (CHSAA) and participated in by the Public High Schools of School District 9-R.

The President of the Board of Directors may be a voting member and in the event of a tie, he or she will cast the determining vote.

Article III. Board of Directors

Section 1. General Powers

The Board of Directors shall have general charge and control of the affairs, policies, funds, and property of the corporation.

Section 2. Number, Tenure and Qualifications

1. The Board of Directors of this corporation shall consist of no more than five (5) Directors and shall have the following officers, elected, or appointed in accordance with these bylaws: President; Vice President; Recording Secretary; Treasurer; and Director of Concessions. An individual officer may occupy more than one office.
2. The Board of Directors shall be elected by the members at the March meeting of each Year. Each Director shall serve for a term of one year, commencing in May immediately following the May meeting. Directors may renew their terms if there are no new candidates for the positions. If there are additional candidates interested, then a vote must take place at the March meeting.
3. Only those individuals who are currently serving as voting members are eligible for election to the Board of Directors, except when a director is voluntarily renewing their term and receives the consent of voting members present during the meeting in which the election occurs.

Section 3. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by either an existing officer or by a voting member appointed by the Board of Directors. An individual appointed to fill a vacancy shall be appointed for the unexpired term of the director's predecessor in office.

Section 4. Compensation

Directors may receive such reimbursement of expenses, as may be determined by a resolution of the Board of Directors to be just and reasonable.

Section 5. Informal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all directors.

Article IV. Responsibility of Officers

Section 1. President

The president shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He or she shall preside at all meetings of the members and the Board of Directors and have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 2. Vice President

In the absence or disability of the president the vice president shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions of, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these bylaws.

Section 3. Recording Secretary

The recording secretary shall keep an accurate record of the proceedings of the corporation, of its membership and handle all official correspondence and notices of the corporation. The recording secretary shall further maintain the corporation and minutes of the corporation and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

Section 4. Treasurer

The treasurer shall keep and maintain adequate and correct books and records of the accounts of the property and business transactions of the corporation, including all matters customarily included in financial statements. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of the treasurer's transactions; and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 5. Director of Concessions

The director of concessions shall manage concession operations and perform such other duties as may be prescribed by the Board of Directors or these bylaws. The director of concessions may appoint an assistant director and delegate responsibilities to the assistant or other members of DDBC as they see fit. The director shall keep and maintain a manual of concessions procedures.

Article V. Committees

Section 1. Other Committees

All other committees shall be established at the discretion of the Board of Directors, and assigned duties as they may determine. The Board of Directors shall designate the chairperson of any such committee, who shall, in turn, select other members of the committee, as necessary.

Article VI. Meetings

Section 1. Regular Meetings

The DDBC shall hold regular meetings on the first Monday of each month beginning in August and ending in May. Notice of meeting changes shall be given to the members not less than three (3) days in advance of such meetings.

Section 2. Special Meetings

Special meetings may be called for any purpose by the president, vice president or any two directors. The time and place of such meetings, including any meeting scheduled to be conducted electronically via a video conferencing solution, shall be given to each voting member by (i) personal delivery of written notice; (ii) first class mail; or (iii) telephone communication, either directly with the voting member or to a person who would reasonably be expected to communicate such notice promptly to the voting member; (iv) e-mail; (v) text message. Notices given by mail shall be deposited into a United States mailbox at least four (4) days prior to the time set for the special meeting. Notices provided by personal delivery, telephone or email shall be given at least 48 hours prior to the time set for the special meeting.

Section 3. Executive Board Meetings

The executive board may meet at any time to discuss business or ideas related to the club. Decisions made at executive board meetings must be shared with and approved by the membership if they directly impact members' responsibilities or club finances greater than \$250.

Section 4. Quorum

There must be a minimum of 10 voting members present and at least 2 board members present at a meeting for the transaction of business. Every act or decision done or made by the voting members present at a meeting duly held at which a quorum is present shall be regarded as an act of the voting members.

Section 5. Parliamentary Procedure

Any voting member may make a motion to bring any matter at any meeting to a vote. Such motion must be seconded by any other voting member. Matters ratified by a majority vote shall be documented by the secretary in the minutes of the meeting. Motions that are tabled for further discussion at a later time or date by a majority vote of the members shall also appear in the minutes of the meeting. All matters of procedure not specifically covered by these bylaws or specific rules adopted by the corporation shall be governed by Robert's Rules of Order.

Article VII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

Article VIII. Distribution of Funds

Section 1. Allocation

Funds of the corporation shall be solicited and distributed each year by the voting members. Funds are to be allocated to each sport supported by the DDBC and in accordance with the (i) corporation's annual budget; (ii) team size of the sport; and (iii) voting member participation in DDBC sponsored activities except as otherwise directed by the bylaws and rules of the organization.

A special athletic request fund may be established. The voting members shall determine how these funds will be used for "special requests." As with all money allocated to each sport, the money set aside for this fund shall remain in the booster club's possession until a formal request is submitted.

Funds may also be allocated toward athletic training, scholarships, and operating expenses.

The annual budget shall be presented by the treasurer and adopted by the corporation at the first regular meeting.

Any allocated money not used by the team in a given fiscal year shall be added into the DDBC general operating funds for the next school fiscal year, unless a formal request to roll funds over to the team's allocation for the next fiscal year is received by the May meeting.

Section 2. Team Size

Team size for the current fiscal year shall be determined by a formula developed by past president and athletic director based on the number of participants in each sport to form a competitive roster in the relevant CHSAA classification. This formula is reviewed annually by the president and athletic director to ensure it stays accurate as school size or conference changes.

Section 3. Voting Member Participation

Voting members, or their designated alternate, who represent a specific sport, shall, during their ten (10) month term: (i) attend a minimum of eighty percent (80%) of all regular meetings; (ii) coordinate staffing for DDBC tables at sporting events, including but not limited to concession stand operations or as otherwise defined by the Board of Directors; and (iii) shall help coordinate booster-wide fundraisers determined by the membership when applicable.

Incentives for participation in each of these commitments will be outlined separately and ratified by the membership at the beginning of each fiscal year in the Penalties, Allocations & Incentives Document (PAID).

Article IX. Dissolution of the Corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The Board of Directors shall enact the articles of dissolution of the corporation and cause the same to be filed with the Colorado Secretary of State and adopt a plan of dissolution in the absence of a majority of voting members.

Article X. Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting, at any special meeting, or via email if at least two days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.