AMENDED BYLAWS OF THE

LINCOLN HIGH SCHOOL BOOSTER CLUB, INC.

ARTICLE 1

NAME, PRINCIPAL OFFICE AND SEAL

Section 1.1 Name of Corporation. The name of this corporation shall be the LINCOLN HIGH SCHOOL BOOSTER CLUB, INC.

Section 1.2 Principal Office. The principal office of the corporation shall be located at Sioux Falls, South Dakota.

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

ARTICLE 2

PURPOSES

Section 2.1 Purpose. The general purpose of the corporation shall be to provide charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The charitable and educational purposes are designed to provide funding and support for public high school extracurricular activities and programs of Lincoln High School, Sioux Falls School District No. 49-5, located in Sioux Falls, South Dakota.

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 shall be conducted solely for the aforesaid purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall 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 shall 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) 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.

ARTICLE 4

MEMBERS AND MEETINGS OF MEMBERS

Section 4.1 Membership. There shall be two classes of members: voting and non-voting. Voting membership in the corporation shall consist of the Lincoln High School principal, the assistant principal in charge of activities, the members of the board of directors, the corporation officers, and one person representing each grade level from each activity club, where such representative is a parent or legal guardian of a student-participant of the activity club. An "activity club" is defined as any student group that is recognized by the Lincoln High School administration and has an advisor assigned to the group. Each activity club is responsible for selecting its representatives, and the membership from any one activity club shall not exceed four members. A person may represent a maximum of two activities, but may represent two activities only if there is no other qualified person willing and able to represent one of the activities.

Non-voting membership in the corporation shall consist of any individual who contributes financially to the corporation or an activity club, or volunteers time to the corporation, an activity club, or the Presidents' Bowl on behalf of LHS. Persons wishing to be non-voting members shall on an annual basis make such a request, in writing, to the board of directors. The board of directors, by majority vote of a quorum, shall approve or deny the request.

Section 4.2 Annual Meeting. The annual meeting of the members of the corporation shall be held during the second week in the month of April of each year, or on such other date as determined by the board of directors, at a location designated by the board of directors for the election of officers, election of board of directors of the corporation, consideration of reports and for the transaction of such other business as shall come before the meeting.

Section 4.3 Regular Meetings. Regular meetings of the members shall be held from time to time at such time and place within or without the State of South Dakota as may be fixed by the board of directors.

Section 4.4 Special Meetings. Special meetings of the members of the corporation may be called at any time by the president of the corporation or by a majority of the board of directors or upon written request to the president or secretary signed by at least ten percent (10%) of the voting members, stating the purpose of the meeting.

Section 4.5 Notice of Meetings. Notice of the time, place and purpose of annual, regular or special meeting shall be given to all members not less than five (5) and not more than fifty (50) days before the date of the meeting. Notice shall be given by reasonable means approved by the board of directors, which may include mail, electronic communications or posting notice on the corporation website.

Section 4.6 Quorum. At any meeting of the members, twenty percent (20%) of the voting members shall constitute a quorum.

Section 4.7 Voting. At each meeting of members, each voting member shall be entitled to one (1) vote, regardless of the number of positions or activity clubs that member represents.

Section 4.8 Proxy. Proxy votes are not permitted at any time, unless required under the South Dakota Nonprofit Corporation Act, as such Act may from time to time be amended.

Section 4.9 Termination of a Membership. Membership of any person may be terminated by a majority vote of the voting members for malfeasance, misconduct, criminal conviction or other conduct that is either detrimental or may be viewed as negatively impacting the corporation. Any activity club vacancy created shall be filled by the terminated member's activity club.

Section 4.10 Cumulative Voting for Director. There shall be no cumulative voting for elections of directors.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 Number and Qualification. The business and affairs of the corporation shall be managed and controlled by a board of directors. The board of directors shall consist of at least three (3) and not more than ten (10) persons, plus the ex officio members. At the time a director is elected or appointed, the person does not need to be a member of the corporation but must be a parent, step-parent, or guardian of a child expected to be enrolled at Lincoln High School for a majority of the director's term. The voting members shall from time to time by resolution establish the number of persons on the board of directors. Any vacancy in the board of directors occurring during the year may be filled for the unexpired portion of the term by the remaining members of the board of directors. The officers of the corporation, the Lincoln High School principal, and the Lincoln High School assistant principal in charge of activities shall be ex officio voting members of the board of directors with full rights and privileges of all other directors.

Section 5.2 Term. Directors (excluding the ex officio directors) shall be elected to hold office for a term of two (2) years. A director shall be allowed to serve for successive terms on an unlimited basis.

Section 5.3 Resignation. Any director may resign at any time by giving written notice of such resignation to the board of directors.

Section 5.4 Annual Meeting. The annual meeting of the board of directors shall be held during the second week in April of each year, or on such other date as determined by the board of directors, at a location designated by the board of directors for the transaction of such business as shall come before the meeting.

Section 5.5 Regular Meetings. Regular meetings of the board of directors shall be held from time to time at such time and place as may be fixed by a majority of the board of directors.

Section 5.6 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.

Section 5.7 Notice of Meeting. Written notice of the time, place and purpose of annual and regular meetings of the board of directors shall be given to each director by the secretary at least five (5) days prior thereto. Notice of annual and regular meetings shall be given by reasonable means, which may include mail, electronic communications, or in person. Notice of a special meeting shall be given by the president or secretary to each director at least 24 hours in advance, which notice shall be given by reasonable means, which may include mail, electronic communications, telephone, or in person.

Section 5.8 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 shall 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 5.9 Quorum. At all meetings of the board of directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of such directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 5.10 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

shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, but only to the extent set forth in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual directors, of any responsibility imposed upon a director by law. Other committees not having and not exercising the authority of the board of directors in the management of the corporation may be designated by the president at a meeting of the board of directors at which a quorum is present.

Section 5.11 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 5.12 Chairperson. At all meetings of the board of directors, the president, or in the president's absence the president-elect, and in the president-elect's absence a chairperson chosen by the directors, shall preside.

Section 5.13 Compensation. Directors as such shall not receive any stated salaries for their services (but by resolution of the board of directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the board), provided that nothing herein contained shall be construed to preclude any director, excluding employees of the Sioux Falls School District, from serving the corporation in any other capacity and receiving compensation therefore.

Section 5.14 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. The board of directors may appoint a new director to fill the vacancy of a director who has been removed.

ARTICLE 6

OFFICERS

Section 6.1 Number. The officers of the corporation shall consist of a president, president-elect, vice-president, secretary, secretary-elect, treasurer, and treasurer-elect. Any two offices may be held by the same person, except the offices of president and secretary.

Section 6.2 Election, Term of Office and Qualification. The president-elect, vice-president, treasurer-elect and secretary-elect shall be elected annually by the voting members of the corporation. At the time an officer is elected, the person does not need to be a member of the corporation but must be a parent, step-parent, or guardian of a child expected to be enrolled at Lincoln High School for a majority of the officer's term. The president-elect, treasurer-elect and secretary-elect shall assume the offices of president, treasurer and secretary respectively following the election of their successor.

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 may elect an officer to fill such vacancy and the officer so elected shall hold office and serve for the unexpired term.

Section 6.4 President. The president shall preside at all meetings of the members and the board of directors and shall be ex officio a member of all committees. The president shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to the president by the board of directors.

Section 6.5 President-Elect. A the request of the president or in the event of the president's absence or disability, the president-elect shall perform the duties and exercise the powers of the president; and to the extent authorized by law, the president-elect shall have such other powers as the board of directors may determine, and shall perform such other duties as, may be assigned by the board of directors.

Section 6.6 Vice-president. The vice-president shall have such powers as the board of directors may determine, and shall perform such other duties as, may be assigned by the board of directors.

Section 6.7 Secretary. The secretary shall have charge of such books, documents and papers as the board of directors may determine and shall have the custody of the corporate seal. The secretary shall attend and keep the minutes of all meetings of the board of directors of the corporation. The secretary may sign with the president or president-elect 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 shall in general perform all the duties incident to the office of secretary, subject to the control of the board of directors, and shall do and perform such other duties as may be assigned by the board of directors.

Section 6.8 Secretary-Elect. The secretary-elect shall assist the secretary in all of the secretary's duties and functions and perform other duties as may be deemed necessary

by the board of directors and consistent with these Bylaws. The term of office shall serve as training for the subsequent term of treasurer by the individual.

Section 6.9 Treasurer. The treasurer shall 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 shall 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 shall 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 shall sign all receipts and vouchers, and together with such other officer or officers, if any, as shall be designated by the board of directors, the treasurer shall 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 shall be expressly designated by the board of directors, or by these Bylaws to some other officer or agent of the corporation. The treasurer shall make such payment as may be necessary or proper to be made on behalf of the corporation. The treasurer shall 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 shall 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 shall, in general, perform all of the duties incident to the office of treasurer, subject to the control of the board of directors.

Section 6.10 Treasurer-Elect. The treasurer-elect shall assist the treasurer in all of the treasurer's duties and functions and perform other duties as may be deemed necessary by the board of directors and consistent with these Bylaws. The term of office shall serve as training for the subsequent term of treasurer by the individual.

Section 6.11 Removal. Any officer or agent elected or appointed may be removed from office by an affirmative vote of a majority of the voting members at any regular or special meeting called for the purpose, whenever in their 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 shall be entitled to at least five (5) days' notice of the meeting of the voting members at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting.

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.

Section 7.2 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.

ARTICLE 8

CONTRACTS, CHECKS, DEPOSITS AND FUND

Section 8.1 Contracts. The board 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 shall 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.

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 shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall 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 shall be signed by the president of the corporation.

Section 8.3 Deposits. All funds of the corporation shall be deposited from time to time 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 shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE 9

BOOKS AND RECORDS

Section 9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall 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.

ARTICLE 10

FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June each year.

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 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, shall be deemed equivalent to the giving of such notice.

ARTICLE 12

AMENDMENTS TO BYLAWS

Section 12.1 Amendments. The members of the corporation shall have the power to make, alter, amend and repeal the Bylaws of the corporation by a vote of a majority of members who are present and entitled to vote at any meeting, provided that notice of the proposed alteration, amendment or repeal shall have been given to the members in the notice of such meeting.

Lincoln High School Booster Club Meeting

LHS Library, December 13, 2010

President Brian Sittig called the meeting to order at 5:30pm.

Representatives from Girl's Soccer gave a review of the season and thanked boosters for funding their trip to Rapid City and equipment purchases. Representatives of Cheer/Dance thanked the boosters for funding a dance camp. Dance placed 3rd at state. They will have a dance clinic on February 22nd. The Oral Interp team representatives reported that they are currently undefeated and that they are rank 10th in the nation out of 3000 programs.

The secretary's minutes from the November 8, 2010 meeting were approved.

Kit Gleason reminded boosters that sales tax does not need to be charged for items sold at fundraisers, but that tax needs to be paid on items purchased by booster groups for fundraising. Booster fundraising monies should be deposited first into a booster account and may then be transferred to a T and A account.

Mr. Dorman congratulated the volleyball team for winning state. Banners are up in the gym. Mr. Dorman continues to update the RWB donor roster for programs.

Brian asked for volunteers to fill 2 President's Bowl positions. We need a committee chairperson for parking lot cleanup. The set-up/take down committee also has a position available. Please let Brian or Julie know if you wish to help.

A motion was made to approve the recommendations of the President's Bowl Allocation Committee. This proposal was unanimously approved by a vote of those in attendance.

A motion was made to approve the recommended changes to the Bylaws. The vote to approve was unanimous.

Brian reminded boosters that banners are still available for purchase. The Banner Sales committee is looking for one more person for next year. Let Brian know if you are interested.

Brian read a thank you note from the Dance Team.

Announcements: Boys BB season opening game is on Thursday. The Wrestling Triangular is on Tuesday. Vocal Ensembles are performing for area Christmas parties. The Gymnastics team is in Mitchell on Saturday. KSOO will broadcast games. Thank you to Schoenemans, Waterbury, Sanford and Independent Insurance Agents for their sponsorship of these broadcasts.

The meeting was adjourned at 6:10 pm

Respectfully submitted,

Susan Metz, LHS Booster Assistant Secretary