

**BYLAWS  
OF  
SWOSU ATHLETIC ASSOCIATION  
(Also known as the Bulldog Booster Club)**

**ARTICLE I**

**PURPOSE**

The purpose of this association shall be the promotion and support of Southwestern Oklahoma State University athletic programs and to encourage alumni, former students and friends of the University in these activities through various means as determined by the Board of Directors. The association shall facilitate the maintenance of a close relationship between its members and the University.

**ARTICLE II**

**THE ASSOCIATION**

This association, hereinafter referred to as Association, operates under the auspices of the SWOSU Foundation, Inc., hereinafter referred to as Foundation.

**ARTICLE III**

**OFFICES**

Section 1. ***Principal Office.*** The principal office for the transaction of the business of the Association is hereby fixed and located at:

100 Campus Drive  
Weatherford, Oklahoma 73096

**ARTICLE IV**

**MEETINGS OF DIRECTORS**

Section 1. ***Place of Meetings.*** All meetings of directors shall be held either at the principal office of the Association or at any other place within or without the State of Oklahoma as may be designated either by the Board of Directors or President.

Section 2. ***Regular Meetings.*** The meetings of Directors shall be held as the Board of Directors shall prescribe; provided, that in each year the Board of Directors shall hold at least one meeting. At such meetings, directors shall be elected, reports of the affairs of the

Association shall be considered, and any other business may be transacted which is within the powers of the Directors to transact and which may be properly brought before the meeting.

Written notice of each Directors' meeting shall be given to each Director either personally or by mail or other means of written communication, addressed to such Director at his address appearing on the books of the Association or given by him to the Association for the purpose of notice. If a Director gives no address, notice shall be deemed to have been given to him if sent by mail or other means of written communication addressed to the place where the principal office of the Association is situated.

An **Annual Meeting** will be held in August of each year until such time as it shall be changed by a majority vote of the Board of Directors. The Annual Meeting will be open to all members and other interested individuals to include faculty and staff of the University. The President of the Association will publish, or cause to be published, a notice of the meeting not less than twenty days (20) days prior to such meeting with time and location noted.

All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 3. **Special Meetings.** Special meetings of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called any time by the President, or by resolution of the Board of Directors or such meeting may be held at any time without call or notice upon unanimous consent of the Directors. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for regular meetings.

## ARTICLE V

### DIRECTORS

Section 1. **Powers.** Subject to limitations of these bylaws, of the laws of the State of Oklahoma, and the policies and procedures and bylaws of the Foundation, and subject to the duties of directors as prescribed by the bylaws, all Association powers, business and other affairs shall be exercised by or under the authority of the Association and Foundation shall be controlled by the Board of Directors.

Section 2. **Number, Election and Term of Office.** The number of directors which shall constitute the whole voting Board shall be not more than twenty-one (21) nor less than nine (9) until changed by amendment to these bylaws. The voting Directors at any meeting may determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent meeting. The voting Directors shall have a term of office of three (3) years and may be elected for subsequent three (3) year terms by the Board. In addition to the voting Directors, there shall be at least five (5) non-voting, Ex-officio members of the Board who shall consist of the following employees of Southwestern Oklahoma State University: President, Athletic Director, Assistant Athletic Director, Sports Information Director, and the individual who serves as the Executive Director of the Foundation. The voting Directors may, at their discretion, add additional non-voting, Ex-officio members to the Board. Any individual holding status as an employee of Southwestern Oklahoma State University and who is

a member in good standing of the Association shall not be excluded from being elected as a full, voting member of the Board.

Section 3. ***Vacancies.*** Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director.

Section 4. ***Quorum.*** At all meetings of the Board, a quorum shall consist of the Directors present at the meeting and those present shall act as the Board of Directors except as may be otherwise specifically provided by statute or by these bylaws. In no case, however, shall there be a quorum if there are not at least four (4) Directors present.

Section 5. ***Fees and Compensation.*** The Board of Directors shall serve without compensation from the Association or Foundation.

Section 6. ***Action Without Meeting.*** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 7. ***Participation in Meetings by Telephone.*** Any one or more members of the Board of Directors or of any committee of the Board may participate in a meeting of the Board or committee by means of telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.

Section 8. ***Term Limits.*** No Director may serve more than three (3) consecutive terms. After the completion of the third consecutive term, a minimum of one (1) year must pass before that individual will be eligible to be re-elected to the Board of Directors.

## ARTICLE VI

### EXECUTIVE COMMITTEE

Section 1. ***Election.*** The Board of Directors, acting by resolution adopted by a majority of the number of directors fixed by these bylaws, shall elect from their own members an Executive Committee composed of the present and past Presidents, Vice President, Secretary, Treasurer, Parliamentarian and such other members as may be nominated and elected.

Section 2. ***Duties.*** The Executive Committee shall have all of the powers of the directors in the interim between meetings of the Board, except where action of the Board of Directors is required by law. It shall keep regular minutes of its proceedings which shall be reported to the directors at their next meeting.

Section 3. ***Meetings.*** The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of the meeting shall be given to each member of the Committee by the Executive Director.

## ARTICLE VII

## OFFICERS

Section 1. **Officers.** The officers of the association shall be a President, a Secretary, a Treasurer, a Vice President, a Past President and a Parliamentarian. The Association may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of President and Secretary or the offices of President and Vice President. Ex-officio members may serve in any capacity approved by the voting members of the Board. Ex-officio members serving in an officer capacity has no voting rights by virtue of holding an officer position.

Section 2. **Election.** The officers of the association, except such officers as are appointed to serve at the pleasure of the Board, shall be chosen for three year terms by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. **Subordinate Officers.** The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the association may require, each of whom shall hold office for such three year period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 6. **Terms.** The officers shall serve three year terms with the exception of the Secretary, Treasurer and Parliamentarian who shall each serve at the will of the Board.

Section 7. **President.** The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the Association' affairs; to include:

- (a) Presiding at all meetings.
- (b) At the regular meeting of the Directors, reporting the operations of the association's affairs and shall report to the Board of Directors from time to time all such matters coming to his attention and relating to the interest of the association as should be brought to the attention of the Board.
- (c) Serving as a member of all stand committees, including the Executive Committee, if any; and having such usual powers and duties of supervision and management

as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

Section 8. ***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 upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board of Directors or the bylaws. The Vice President shall automatically become President at the completion of his term as Vice President.

Section 9. ***Past President.*** In the absence or disability of the President and the Vice President, the Past 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 upon, the President. The Past President shall have such powers and perform such other duties as from time to time may be subscribed for him respectively by the Board of Directors or the bylaws.

Section 10. ***Secretary.*** The Secretary shall keep, or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof.

The Secretary shall make such reports to the Board of Directors and/or the Foundation Board of Directors as they may request and shall also prepare such reports and statements as are required and shall perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

The Secretary shall attend to such correspondence and perform such other duties as may be incidental to the office or as may be properly assigned to the Secretary by the Board of Directors.

Section 11. ***Treasurer.*** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the association, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Director subject to notice to the Foundation office.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the association and related accounts of the association with the SWOSU Foundation, Inc, the association's depository. Such monies shall be credited to the various accounts of the Foundation as authorized by the Board in support of the purpose of the association. The Treasurer, or designee, 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 all of the transactions of the association and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

Section 12. *Parliamentarian*. The Parliamentarian shall interpret the bylaws of the association and Robert's Rules of Order as required by the Directors and perform such other duties as may be assigned to such officer by the President and Board of Directors.

Section 13. *Delegation of Duties*. In case of the absence or disability of any officer of the association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

Section 14. *Election of Officers*. Election of officers will be held during the Annual Meeting to fill any vacant positions.

## **ARTICLE VIII**

### **MEMBERSHIP**

Section 1. Any person who has demonstrated an interest in promoting the objectives and purposes of the Association may become an active member with approval of the Board of Directors and upon payment of dues.

Section 2. The Board of Directors may establish one or more levels of membership.

Section 3. All members, associates, and/or representatives agree to abide by all SWOSU, Conference and NCAA rules and regulations pertaining to athletic and related programs. Each Director will be provided a document pertaining to the appropriate rules and regulations and all other members will be advised of such rules and regulations and may request a copy of such from the Athletic Department. Such rules and regulations may also be accessed on the SWOSU WEB site.

## **ARTICLE IX**

### **DUES**

Section 1. Any person eligible for membership in the Association may become an active member by paying required dues.

Section 2. Annual dues and categories of membership shall be fixed by the Board or Directors and may be adjusted and amended whenever it may be deemed necessary by the Board from time to time.

## **ARTICLE X**

### **PUBLICATIONS**

Section 1. The Association may publish a newsletter and other publications as may be deemed necessary or appropriate by the Board.

## ARTICLE XI

### SATELLITE CHAPTERS

Organization of Satellite Chapters in various cities and areas may be encouraged according to the interest of those area alumni and friends of the University. These chapters may hold meetings as needed.

## ARTICLE XII

### MISCELLANEOUS

Section 1. ***Fiscal Year.*** The fiscal year of the association shall coincide with the fiscal year of the SWOSU Foundation, Inc. unless otherwise determined by the Board.

Section 2. ***Annual Report.*** An annual report may be furnished to the Directors at the request of the Directors, but same shall not be required.

Section 3. ***University Relationship.*** The members and directors of the Association agree that they have read and understand the mission of Southwestern Oklahoma State University and agree to support that mission as to the role of the Association. The members and directors of the Association agree to refrain from actions or activities that weaken or challenge the role of the official administration of the University. This does not preclude members and directors from expressing any concern that they may have, but such concerns should be offered in an appropriate venue. Members and directors of the Association full understand and value that the University is first and foremost interested in student success and that those students who participate in athletics are student-athletes. Members and directors of the Association understand and respect that University employees are responsible to the administration of the University. The administration of the University understands and respects the purpose of the Association. Members and directors of the Association and the administration of the University agree to work for the achievement of common goals and objectives.

## ARTICLE XIII

### AMENDMENTS

Section 1. ***Who May Amend.*** These bylaws may be amended, altered, changed or repealed by the Directors at any regular or special meeting of the Directors.

Section 2. ***Notice.*** These bylaws may be amended, altered, changed or repealed by a majority vote and upon two weeks written notice to the Directors at their addresses maintained by the Secretary of the Association; mailing will be conclusive of receipt.

## **ARTICLE XIV**

### **AWARDS**

Section 1. The Board of Directors may bestow awards as deemed appropriate by the board so long as such awards are not in conflict with rules and policies of Southwestern Oklahoma State University and NCAA.

## **ARTICLE XV**

### **DISSOLUTION**

In the event of the dissolution of the association, all assets belonging to said association shall be used exclusively in the furtherance of the specified objectives and purposes of the association and the Board of Directors shall distribute said assets only to Southwestern Oklahoma State University or the SWOSU Foundation, Inc to carry out the intent of this provision of the bylaws.

## **ARTICLE XVI**

### **LIMITATION OF LIABILITY**

A director of the association shall not be personally liable to the association or its members for monetary damages as a result of the breach of fiduciary duty as a director. The limitation of liability provided by this Article shall not eliminate or limit the liability of a director of the association (1) for any breach of the director's duty of loyalty to the association, (ii) for acts or omissions not in good faith or which involve misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

ADOPTED this 6<sup>th</sup> day of February, 2006.

\_\_\_\_\_  
Gary Winters, PRESIDENT

ATTEST:

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Les Crall, Secretary (acting)