

OPERATIONAL GUIDELINES OF THE LADY ROCKETS FAN CLUB

Fan Club Name and Headquarters

SECTION 1 – NAME

The name of the University of Toledo (“UT”) Women’s Basketball Team fan club shall be “The Lady Rockets Fan Club” (“Fan Club”) and its nickname shall be “The Lady Rockets Igniters.” Fan Club members may be referred to as “Igniters.”

“*The Fuse*” shall be the official publication of The Lady Rockets Fan Club.

SECTION 2 – HEADQUARTERS

The headquarters and principal office of the Fan Club shall be located in Lucas County, Ohio.

Purpose

SECTION 1 – PURPOSE

The purpose of the Fan Club shall be to enthusiastically support the University of Toledo Women’s Basketball Program.

Members

SECTION 1 – MEMBERSHIP

Any person interested in becoming a member of the Lady Rockets Fan Club shall submit an application form approved by the Fan Club Board of Directors to the Membership Committee. Applicants shall become members of the Fan Club upon payment of the requisite membership dues established from time to time by the Board of Directors.

SECTION 2 – VOTING RIGHTS

Only members who are in good standing are eligible for voting rights at meetings of members. A member shall be in good standing upon payment of all current and, if applicable, outstanding membership dues. Each Individual Member in good standing has voting rights and is entitled to one vote on each matter submitted to a vote of the members. Each Family Membership in good standing has voting rights, and up to two members under each Family Membership will be entitled to one vote on each matter submitted to a vote of the members. Only members who are in good standing as of the date notices for a meeting of members are mailed as provided below shall be entitled to vote at such a meeting.

SECTION 3 – MEMBERSHIP DUES

The Board of Directors of the Fan Club (“Board”) or, if delegated by the Board, the Membership Committee, shall from time to time establish Fan Club membership categories and the annual membership dues applicable thereto. Membership dues shall be payable annually in advance of the membership anniversary date.

SECTION 4 – DEFAULT AND MEMBERSHIP TERMINATION

Default in the payment of membership dues for a period of three (3) months from the membership anniversary date shall result in automatic termination of membership. For good cause shown, the Board of Directors or Membership Committee, as appropriate, may extend the date on which a membership automatically terminates.

SECTION 5 – TERMINATION OF MEMBERSHIP FOR CAUSE

Any member of The Lady Rockets Fan Club who acts in a manner detrimental to or in conflict with the UT Women’s Basketball Program, The Lady Rockets Fan Club or any established rule, regulation or policy of the University of Toledo, the conference of which the Lady Rockets are a member or the NCAA, may, by a three-fourths (3/4’s) super-majority vote of the Board of Directors, have such member’s Lady Rockets Fan Club membership terminated for just cause.

SECTION 6 – NONVOTING MEMBERS

The Board of Directors by resolution may from time to time establish categories of nonvoting honorary memberships, upon such terms and conditions as the Board may deem in the best interests of the UT Women’s Basketball Program and The Lady Rockets Fan Club.

SECTION 7 – MEETINGS

- A. *Annual Meeting.* The Fan Club shall hold an annual meeting of the membership in September of each year, at a time and place to be determined by the Board of Directors. Election of Directors shall occur at the annual meeting.
- B. *Special Meetings.* Special meetings of the membership may be called by the following: (1) the President of the Board of Directors, (2) a majority of the members of the Board of Directors, or (3) by thirty-five percent (35%) of the members having voting rights. At a special meeting of the membership, only actions reasonably related to the purpose or purposes for which such meeting was called may be taken.
- C. *Notice of Meetings.* Written notice stating the place, date and hour of any formal meeting of members shall be sent by U.S. ordinary mail to each member in good standing not less than ten (10) nor more than thirty (30) days before the date of such meeting. In the case of a special meeting of the Fan Club membership, the purpose or purposes for which such meeting is called shall be stated in the notice.
- D. *Proxy.* At any meeting of the membership, a member having voting rights may vote by written proxy executed by the member and delivered to the Secretary of the Board of Directors prior to the meeting.

- E. Quorum and Vote. Twenty-five (25) members or ten percent (10%) of the membership in good standing and having voting rights, whichever is greater, shall constitute a quorum for the transaction of business at any formal meeting of the membership. The act of a majority of members having voting rights who are present at any meeting of the membership duly called and noticed as provided below, and at which a quorum of members is present, either in person or by proxy, shall be the official act of The Lady Rockets Fan Club membership.

Directors

SECTION 1 – POWERS

Subject to applicable University of Toledo and NCAA rules, regulations and restrictions, and to the Fan Club policies and procedures in effect from time to time, the activities, business and property of the Fan Club shall be managed by its Board of Directors. The Board of Directors may exercise all powers of the Fan Club and do all the acts and things necessary, not otherwise reserved exclusively to the members, to carry out the purpose of the Fan Club.

SECTION 2 – NUMBER, TENURE, QUALIFICATIONS, ELECTIONS, RESIGNATIONS, REMOVAL AND VACANCIES

- A. Number. The number of Directors of the Fan Club shall be determined from time to time by resolution of the Board of Directors, but shall be no less than seven (7) nor more than fifteen (15).
- B. Initial Directors. The initial Board of Directors shall consist of those persons who are serving as Directors of The Lady Rockets Fan Club as of March 26, 2000. The initial Directors of the Fan Club Board shall serve until the first annual meeting of the Fan Club membership.
- C. Terms and Term Limits. Each Director elected at the annual meeting of the membership shall serve for a term of three (3) years; however, the members of the Fan Club may extend a Director's final term for up to one (1) year when deemed in the best interests of the Fan Club. Director terms shall be staggered so that not all Director's terms expire at the same time. No Director shall serve for more than two (2) consecutive terms. A Director who has served two (2) consecutive terms shall not be eligible for reelection for one (1) year after expiration of such final term.
- D. Qualifications. Directors shall be voting members in good standing of the Fan Club.
- E. Vacancies. Any vacancy on the Board of Directors may be filled by the currently serving Directors. A Director appointed by the Board of Directors shall serve until the next annual membership meeting.
- F. Election of Directors. Any member of the fan club may nominate a club member for the club's Board of Directors. All nominations for Board membership must be submitted to the club's Nominating Committee for evaluation and consideration. Nominations should include why the submitter believes the nominee is appropriate for Board membership and what qualities he/she would bring to the Board. At a minimum, any member in good

standing may be considered for nomination to the Board of Directors after the following criteria have been met: (1) He/she has been a member of the fan club for at least one year; (2) He/she has worked on a committee (standing or ad hoc) or assisted with a function/project during the past year; (3) He/she has regularly attended club events; (4) He/she has good character and shows genuine concern for the team, coaches, university and fans by his/her conduct and attitude.

In addition, the Nominating Committee will also take into account the needs of the Board in fulfilling its mission when making recommendations for vacant seats. As openings occur or as the Board deems necessary, the Nominating Committee will present to the entire Board names to be considered for Board membership, based on nominations received. Also, at the Annual Meeting of club members, the Nominating Committee will submit a slate of nominees comprising (1) Board members appointed since the last Annual Meeting, (2) Directors whose current terms are expiring and are eligible for and wish to seek re-election, (3) candidates recommended by the Board but not yet appointed to the Board, and (4) candidates nominated by a petition signed by at least fifty (50) members in good standing with voting rights or ten (10) percent of the members in good standing with voting rights, whichever is greater, and which has been submitted to the Nominating Committee at least five (5) business days prior to the meeting to elect directors.

- G. Resignation. Any Director may resign at any time by filing a written resignation with the President of the Board of Directors.
- H. Removal. Any Director may be removed by the Board of Directors for cause upon a vote of three-fourths (3/4's) super-majority of all then currently serving Directors.

SECTION 3 – MEETINGS

- A. Regular Meetings. Regular prescheduled meetings of the Board of Directors shall be held no less than six (6) times a year at such time and place as shall be determined by the Board. An item not on the agenda contained in the notice for a regular meeting of the Directors may be considered upon the affirmative vote of three-fourths (3/4's) of the Directors present and voting.
- B. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request to the Secretary of the Board signed by at least one-third (1/3) of the currently serving Directors. Only items reasonably related to the purpose or purposes contained in the notice for a special meeting of the Directors may be considered at that meeting.

SECTION 4 – NOTICE OF MEETINGS

- A. Regular Meetings. Each Director shall receive a written reminder notice of each regular prescheduled Board of Directors meeting at least fourteen (14) days prior to such meeting.
- B. Special Meetings. Each Director shall receive not less than seven (7) nor more than thirty (30) days' prior written notice of a special meeting of the Board.

- C. *Content.* Notice of a Board meeting shall provide the date, time, place and either the agenda of a regular meeting or the purpose or purposes of a special meeting.

SECTION 5 – QUORUM AND VOTE

A quorum for any meeting of the Board of Directors shall be a majority of the currently serving Directors. The act of the majority of the Directors present at a duly noticed meeting at which a quorum is present shall be the official act of the Board of Directors, unless the act of a greater number of Directors is required by these Guidelines.

SECTION 6 – ADVISORY DIRECTORS

The Board of Directors may appoint one or more advisory or honorary Directors who shall serve at the pleasure of the Board and give such guidance and assistance in furthering the purposes of the Fan Club as the President may request. Advisory or honorary Directors shall be invited to attend all meetings of the Board of Directors, but shall have no vote on any matter brought before the Board. Advisory or honorary Directors may serve on committees of the Board.

SECTION 7 – INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent therefor, setting forth the action so taken, shall be signed by three-fourths (3/4's) of all the currently serving Directors entitled to vote with respect to the subject matter thereof.

SECTION 8 – WAIVER OF NOTICE

Whenever any notice is required to be given to any Director under these Guidelines, a written waiver thereof, signed by such Director, shall be deemed equivalent to the giving of such notice.

SECTION 9 – COMPENSATION

Directors shall not be paid for their services solely as Directors.

SECTION 10 – MINUTES

Minutes of all Board of Directors meetings shall be kept in an official minute book by the Board Secretary or other designated person.

SECTION 11 – ATTENDANCE

A Director's failure to attend less than half (1/2) of the regularly prescheduled Board meetings each calendar year or three (3) consecutive regularly prescheduled meetings each calendar year shall result in that Director's automatic removal from the Board, notice of which removal shall be given by the Secretary of the Board. The Secretary of the Board shall keep attendance records for the Board meetings.

Officers

SECTION 1 – OFFICERS

The Fan Club shall have a President, one or more Vice-Presidents, a Secretary and a Treasurer.

SECTION 2 – ELECTION AND TERM OF OFFICE

The Officers of the Board of Directors shall be elected members of the Board and shall be elected by the Board immediately following the annual membership meeting. New offices may be created and/or filled at any meeting of the Board of Directors. Each Officer shall hold his or her office until the next election of Officers immediately following the annual membership meeting and until his or her successor shall have been duly elected. If the Board of Directors so provides by duly adopted resolution, Officers of the Board may be elected by the voting members of the Fan Club. The President and Vice-President(s) shall not serve more than three (3) consecutive one-year terms in each such office.

SECTION 3 – REMOVAL

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board for cause or whenever in its reasonable judgment the best interests of the Fan Club would be served thereby. Such removal shall be by a vote of three-fourths (3/4's) super-majority of all then currently serving Directors. Written notice of the intent to remove an Officer shall be given to each Director not less than ten (10) days prior to the special Board meeting for such removal. Upon request, such Officer shall have a right to appear before the Board at such special meeting and be heard prior to such removal.

SECTION 4 – VACANCIES

Any vacancy in any office may be filled by the Board of Directors at any meeting of the Board for the unexpired portion of the term.

SECTION 5 – POWERS AND DUTIES

Officers shall have such powers and perform such duties as are customary for such Officers of other similar nonprofit organizations and as may from time to time be prescribed by the Board of Directors or these Guidelines, to wit:

- A. *President*. The President shall be the principal Officer of the Board of Directors and shall supervise all of the business, activities and affairs of the Fan Club Board. He or she shall preside at all meetings of the membership and of the Board of Directors. He or she may execute with the Secretary or any other appropriate Officer of the Board authorized by the Board of Directors, any contracts or other instruments which the Board of Directors may have authorized to be so executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Guidelines to some other Officer or agent of the Board. The President, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.
- B. *Vice-President(s)*. The Board of Directors shall have one or more Vice-Presidents. In the temporary absence of the President, the Vice-President or, if more than one Vice-President, the First Vice-President shall temporarily perform all of the duties of the President. In an extended absence of the President or in the event of his or her inability or refusal to act, a majority of the then currently serving Directors shall designate one of the Vice-Presidents to perform all of the duties and responsibilities of the President

until such time as either the President resumes his or her duties or a new President can be elected by the Board of Directors at a special meeting of the Board called for that purpose. Any such acting President shall have all the powers of and shall be subject to all of the restrictions upon the President. Vice-President(s) shall perform all duties incident to the office of Vice-President and such other duties as may be assigned from time to time to them by the President or the Board of Directors.

- C. Treasurer. The Treasurer shall have charge of and be responsible for all the funds and assets of the Fan Club, for receiving and giving receipts for monies due and payable to the Fan Club from any source whatsoever, for depositing all such monies in the name of or to the credit of The Lady Rockets Fan Club with the UT Foundation or in such banks, trust companies or other customary depositories as shall be designated by the Board of Directors, and for disbursing the funds of the Fan Club as may be ordered by the Board. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Directors. If reasonably required by the Board of Directors, the Treasurer shall file bond or be covered by insurance for employee theft, the cost of which shall be paid for by the Fan Club, for the faithful discharge of his or her duties in such penal sum and with such sureties or insurers as the Board of Directors shall determine. The Treasurer shall:
1. Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Fan Club from its depositories, the Officers, employees or agents transacting the same;
 2. Keep or cause to be kept, at the Fan Club headquarters, principal office or such other office as the Board shall from time to time designate, correct records of the moneys, business and transactions of the Fan Club, and exhibit those records at such office to any Director of the Board upon reasonable advance request therefor;
 3. Provide to the Board of Directors or the President at each Board meeting or whenever reasonably requested, an account of the financial condition of the Fan Club and of all his or her transactions as Treasurer and, as soon as practicable after the close of each fiscal year, make and submit to the Board of Directors a like report for such fiscal year; and
 4. Cause to be created an annual financial statement and furnish copies of such statement to the Board of Directors.
- D. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose. The Secretary shall see to it that all notices of meetings are given in accordance with these Guidelines and shall, in general, perform all of the duties incident to the office of Secretary and such duties as may be assigned from time to time by the President or the Board of Directors.

Committees

SECTION 1 – EXECUTIVE COMMITTEE

The duly elected and serving Officers of the Board of Directors shall constitute the Executive Committee of the Board. The Executive Committee shall have the power to exercise the authority of the Board of Directors with respect to usual, ordinary and customary business or matters, in an emergency or when the President reasonably determines expediency is in the best interests of the Board or Fan Club. The President shall report to the Board of Directors at the next Board meeting any action taken by the Executive Committee on behalf of the Board. The Executive Committee shall meet regularly and shall also meet periodically with any Executive Director regarding the status of the Fan Club's programs, business and activities.

SECTION 2 – BOARD COMMITTEES

The Fan Club Board of Directors shall establish Nominating, Membership, Hospitality and Finance Committees and by resolution adopted by a majority of the Directors in office, may designate one or more other standing committees, each consisting of two or more Directors, to assist the Board in fulfilling its duties. The designation of such committees and the delegation thereto of authority shall not relieve the Board of Directors or any individual Director of any responsibility imposed by law. Members of such committees shall be appointed by the President.

SECTION 3 – AD HOC COMMITTEES

Other committees required by the Fan Club's policies and procedures or otherwise formed to carry out the purposes of the Fan Club and not having or exercising the authority of the Board of Directors may be established by resolution of the Board. Except as otherwise provided in such resolution, members of each committee shall be appointed by the President.

SECTION 4 – TERM

Each committee chairperson and all committee members serve at the will and discretion of the President.

SECTION 5 – CHAIRPERSON

Unless otherwise provided by resolution of the Board of Directors, the President shall appoint the Chairperson of all committees, subject to the approval of the Board of Directors. All Chairpersons of Board Committees referred to in Section 2 above shall be elected members of the Fan Club Board of Directors.

SECTION 6 – RESIGNATION

Any member of any committee may resign at any time by filing a written resignation with the President.

SECTION 7 – QUORUM

Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole committee membership shall constitute a quorum and the act of a majority

of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8 – MINUTES

If required by the Board of Directors, a committee shall keep regular minutes of its activities.

SECTION 9 – RULES

Each committee may adopt policies and procedures for its own governance not inconsistent with these Guidelines or with rules adopted by the Board of Directors. The Board of Directors shall receive a copy of any such committee policies and procedures.

SECTION 10 – INFORMAL ACTION

Any action required to be taken at a meeting of any committee or any other action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the members of such committee.

Contracts, Checks, Deposits and Funds

SECTION 1 – CONTRACTS

The Board of Directors by duly adopted resolution may authorize any Officer or Officers, agent or agents of the Fan Club, in addition to the Officers so authorized by these Guidelines, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Fan Club and such authority may be general or confined to specific instances.

SECTION 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 Lady Rockets Fan Club shall be signed by such Officer or Officers, agent or agents of the Fan Club 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 Fan Club Treasurer and countersigned by the President.

SECTION 3 – DEPOSITS AND INVESTMENTS

All funds of The Lady Rockets Fan Club shall be deposited or invested to the credit of the Fan Club with such appropriate and customary depositories as the Fan Club Board of Directors may resolve, including, but not limited to, the University of Toledo Foundation.

SECTION 4 – GIFTS AND GRANTS

The Fan Club Board of Directors may accept on behalf of the Fan Club any contribution, gift, bequest or devise for the general purposes or any special purpose of the Fan Club in accordance with customarily accepted fiscal policies and procedures.

Books, Records and Minutes

SECTION 1 – BOOKS, RECORDS AND MINUTES

The Fan Club shall maintain accurate books and records of account and minutes of the proceedings of the Board of Directors and of any standing Board Committee. The Secretary shall maintain a current record of the names and addresses of all members of the Fan Club having voting rights. All books and records of the Fan Club, except (a) records reasonably deemed confidential by the Board and (b) personnel records of employees of the Fan Club, may be inspected with the prior written approval of the Board of Directors by any member in good standing or his/her attorney for any proper purpose at any reasonable time upon seven (7) days advance written request for such inspection, personally delivered to any Officer of the Board of Directors.

Fiscal Year

SECTION 1 – FISCAL YEAR

The fiscal year of the Fan Club shall be from July 1st of each year through June 30th of the following year.

Compensation and Conflict of Interest

SECTION 1 – COMPENSATION

Except as may be specifically permitted by law, University of Toledo and NCAA rules, regulations, policies and procedures or these Guidelines, no Director, Officer or committee member of The Lady Rockets Fan Club shall receive any salary, fee, payment, honorarium or other compensation of any kind from the Fan Club or any other person or entity solely as a result of his or her position or affiliation with the Fan Club as a Director, Officer or committee member.

SECTION 2 – CONFLICT OF INTEREST

No Director, Officer, Member, committee member or agent of The Lady Rockets Fan Club shall engage in any action or course of conduct which may result in a conflict of interest with The Lady Rockets Fan Club Board of Directors, the University of Toledo Women's Basketball Program or The Lady Rockets Fan Club, or engage in any action or course of conduct or take any public position inimical to the best interests of The Lady Rockets Fan Club or the UT Women's Basketball Program. A Director, Officer or committee member shall not vote on any matter in which that person has a conflict of interest.

Indemnification of Directors, Officers, Employees and Agents

SECTION 1 – INDEMNIFICATION

Each person who at any time is or shall have been a Director, Officer, employee or agent of The Lady Rockets Fan Club, or is or shall have been serving at the specific request of The Lady Rockets Fan Club Board of Directors or membership as a Director, Officer, employee or agent of another organization or enterprise, shall be indemnified by The Lady Rockets Fan Club in accordance with and to the full extent permitted by applicable law as in effect at the time of adoption and implementation of these Guidelines or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Director, Officer, committee member, employee or agent of The Lady Rockets Fan Club may be entitled in any capacity as a matter of applicable law. The Board of Directors may purchase and maintain insurance on behalf of The Lady Rockets Fan Club against liability on behalf of any such person to the full extent permitted by applicable law.

Dissolution

SECTION 1 – DISSOLUTION

In the event The Lady Rockets Fan Club shall ever dissolve and cease to exist, all assets of whatever nature and kind of The Lady Rockets Fan Club shall become the exclusive property of the University of Toledo Women's Basketball Program.

Modifications

SECTION 1 – MODIFICATIONS

These Guidelines may be modified, revised or repealed and new Guidelines or organizational procedural documents may be adopted at any regular or special meeting of the Board of Directors by a three-fourths (3/4's) super-majority of all then currently serving Directors. Proposed modifications or revisions to these Guidelines shall be given in writing to all Directors not less than twenty-one (21) days prior to the meeting at which such modifications or revisions are to be considered.