

JHS CHOIR BOOSTER CLUB

BY-LAWS

Article 1: Name

The name of this non-profit corporation is the Jefferson High School Chorus Boosters, Inc. (“JHS Choir Boosters”). This non-profit corporation exists and operates in association with Jefferson High School (“JHS”) of Sioux Falls, South Dakota, and the Sioux Falls School District 49-5 (the “School District”).

Article II: Purpose

JHS Choir Boosters is a membership organization whose purposes are to:

- a) Promote and support the choirs and choir students at JHS.
- b) Provide support for a quality experience for choir students.
- c) Support the JHS choir program financially and with its members’ time and talents.
- d) Foster in JHS choir students responsibility, pride and good sportsmanship in an environment of mutual respect and dignity.
- e) Encourage excellence in vocal music at JHS.
- f) Encourage and nurture socially mature behavior and friendships of JHS choir students.

Article III: Membership

Section 1. Membership. There shall be two classes of members, namely voting members and non-voting members. Only voting members may serve as members of the executive board and as officers.

Section 2. Qualifications for Membership. A voting member shall be one parent or one legal guardian of a choir student registered in the JHS choir program at any time during a school year. The JHS choir directors shall also be voting members for that school year. A non-voting member is any other individual who has an interest in the JHS choir program.

Section 3. Meetings. The annual meeting of the JHS Choir Boosters shall take place during the month of May each year at JHS, unless some other date is set by the executive board. The election of executive board members and officers shall take place at the annual meeting. General meetings of the voting members shall be held a minimum of four times per fiscal year. Special meetings may be called by the president or any two members of the executive board upon five days’ notice to the voting members.

Section 4. Notice of Meetings. Notice of the annual, general and special meetings shall be given to the voting members by United States mail, email, facsimile, personal communication,

publication in the choir newsletter, or such other method of notice as the president or executive board shall determine is appropriate. No notice of said meeting is required to be given to non-voting members.

Section 5. General Powers. The voting members shall have all powers and authority provided to voting members under the South Dakota Non-Profit Corporation Act, subject to the powers and authority granted the executive board and the officers under these By-Laws. In furtherance of these powers and this authority, the voting members shall:

- (a) Appoint persons to the nominating committee.
- (b) Elect persons to the executive board and officer positions.
- (c) Approve the budget.
- (d) Approve the expenditures in excess of the authority granted the executive board under Article IV, Section 1.
- (e) Take any action referred to the voting members by the executive board for decision.
- (f) Take any action not reserved to the executive board in these By-Laws and under applicable law.

Section 6. Quorum and Voting. Seven voting members shall constitute a quorum for the transaction of business at any meeting of the JHS Choir Boosters. Each voting member shall have one vote on any matter that comes to a vote of the voting members. A majority vote of the voting members in attendance at a meeting at which a quorum exists shall be the decision of the voting members. Non-voting members shall have no vote.

Section 7. Nominating Committee. There shall be a nominating committee composed of three or more voting members in good standing of the JHS Choir Boosters. The nominating committee shall nominate an eligible person for each position to be filled on the executive board and each office to be filled and shall report its nominees at the annual meeting, at which time additional nominations may be made from the floor. Only those individuals who have signified their consent to serve, if elected, shall be nominated for, or elected to, the executive board or such office.

Article IV: Executive Board

Section 1. General Powers. The executive board shall have all powers and authority provided under the South Dakota Non-Profit Corporation Act, subject to the powers and authority reserved to the voting members under these By-Laws. In furtherance of these powers and this authority, the executive board shall:

- (a) Manage the affairs of the JHS Choir Boosters.
- (b) Make such rules and regulations as are necessary for the guidance of the membership and the affairs of the JHS Choir Boosters.
- (c) Plan activities for the JHS fiscal year, July 1 through June 30.
- (d) Develop a budget for the JHS fiscal year for presentation to the voting members for approval.

- (e) Supervise and/or make expenditures of funds in accordance with the budget adopted by the voting members.
- (f) Supervise and/or make expenditures of funds in addition to those budgeted for the fiscal year.
- (g) Take any action not reserved to the voting members in these By-Laws and under applicable law.

Section 2. Number and Qualifications. The number of executive board members of the JHS Choir Boosters shall not be less than five nor more than seven, the exact number to be determined by resolution of the executive board. Members of the executive board shall consist of the president, vice president, secretary, treasurer, and one or more voting members elected at large. The choir directors shall serve on the executive board, ex-officio, as non-voting members. All executive board members shall be elected for a term of one year, except for the vice president, as set forth in Article V, Section 1. A goal of this organization is that the executive board is comprised of voting members that are the parent or legal guardian of a choir student from each of the four grade levels in an effort to maximize continuity.

Section 3. Election of Executive Board. Persons shall be elected to the executive board by a majority vote of the voting members.

Section 4. Executive Board Meetings. Regular meetings of the executive board shall be held at such times as scheduled by the president. Regular meetings shall be held a minimum of two times per fiscal year. Special meetings of the executive board may be called by the president or any two members of the executive board. Notice of regular meetings shall be given at least ten days in advance of the regular meeting. Notice of special meetings shall be given at least twenty-four hours in advance of the meeting. Notice of regular and special meetings may be given by United States mail, email, facsimiles, personal communication, publication in the choir newsletter, or such other method of notice as the president or executive board shall determine is appropriate. No notice of said meeting is required to be given to non-voting members. Minutes shall be taken and made available to executive board members upon request.

Section 5. Quorum and Voting. Sixty percent of the executive board members shall constitute a quorum for the transaction of business in any meeting of the executive board. Each voting board member shall have one vote on any matter that comes to a vote of the executive board members. A majority vote of the board members in attendance at a meeting at which a quorum exists shall be the decision of the executive board. Non-voting members shall have no vote.

Section 6. Removal. Any executive board member may be removed by a simple majority vote of voting members at a general or special meeting of the voting members, whenever the best interest of the JHS Choir Boosters will be served thereby.

Section 7. Vacancies. A vacancy occurring in the executive board because of resignation, removal, death or incapacity shall be filled by a voting member recommended by the nominating committee and elected by a simple majority vote of the voting members in attendance at an annual, general or special meeting of the voting members. Provided, however, that a vacancy occurring in the executive board because of the resignation, removal, death, or incapacity of the president

shall be filled by the vice president.

Section 8. Compensation. Executive board members shall not receive any compensation for serving as an executive board member.

Section 9. Informal Action by Executive Board Members: Meetings by Conference Telephone or Audio-Visual Communication Technology. Any action required or permitted to be taken at any meeting of the executive board may be taken without a meeting if all of the members of the executive board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the executive board. If an executive board member has given prior notice of such remote participation to the Secretary, then that member of the executive board may participate in a meeting of the executive board remotely by means of a conference telephone, audio-visual communication technology, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. The Secretary shall be responsible for providing information for the executive board members to attend and participate in the meeting remotely. Participation in a meeting by such means shall constitute presence in person at the meeting.

Article V: Officers

Section 1. Number. The officers of the JHS Choir Boosters shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the voting members. All officers shall be elected for a term of one year, except that upon the election of the vice president, the vice president shall serve for a term of two years, succeeding after the first year to the position of the president. The president, vice-president, secretary and treasurer shall be members of the executive board. Such other officers and assistant officers as may be deemed necessary may be elected by the voting members. No person may hold more than one office.

Section 2. Election and Term of Office. The officers of the JHS Choir Boosters shall be elected annually by the voting members at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be scheduled by the president or executive board. The term of office shall be for the upcoming fiscal year following the election of officers, or if the election does not occur until after July 1, then for the remaining portion of the fiscal year, or until his or her successor is elected. Officers shall assume their official duties as of July 1, or immediately upon the completion of the election if the election occurs after July 1. No officer may be eligible to serve more than two consecutive terms in the same office. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 3. Removal. Any officer may be removed by a simple majority vote of voting members at an annual, general or special meeting of the voting members, whenever the best interest of the JHS Choir Boosters will be served thereby.

Section 4. Vacancies. A vacancy in any office, because of the resignation, removal, death, or incapacity, shall be filled by a voting member recommended by the nominating committee and elected by a majority vote of the voting members in attendance at an annual, general or special

meeting of the voting members.

Section 5. Duties. The officers shall perform such duties as naturally appertain to their respective offices.

(a) The president shall:

- (i) Preside at all meetings of the members and the executive board.
- (ii) Serve as an ex officio member of all committees.
- (iii) Coordinate the work of the executive board, officers and committees of JHS Choir Boosters in order that the objectives of the same may be promoted.
- (iv) Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed and approved by the executive board.
- (v) Enter into any contract or execute and deliver any instrument in the name of and on behalf of the JHS Choir Boosters as directed and approved by the executive board.

(b) The vice-president shall:

- (i) Perform the duties of the president in the president's absence or inability to serve.
- (ii) Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the executive board.

(c) The secretary shall:

- (i) Record the minutes of all meetings of the members and provide written copies of the previous meeting to voting members at all annual, general, or special meetings.
- (ii) File and preserve the JHS Choir Boosters' records.
- (iii) Maintain current copies of the By-Laws and the Articles of Incorporation.
- (iv) Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the executive board.

(d) The treasurer shall:

- i. Have custody of the funds of the JHS Choir Boosters.
- ii. Maintain a complete account of the funds and financial records of the JHS Choir Boosters.
- iii. Make disbursements of funds as authorized by the president or executive board.
- iv. Ensure that all checks and withdrawals from bank accounts have two

- signatures, as authorized by the executive board.
- v. Keep a full and accurate account of the receipts and disbursements of the JHS Choir Boosters.
 - vi. Provide a written financial report to the voting members at each annual and general meeting of the members and at each regular meeting of the executive board.
 - vii. Present to the voting members an annual report of the financial condition of the JHS Choir Boosters.
 - viii. Report to the executive board and the voting members the findings of all annual and special examinations of the JHS Choir Boosters' financial records.
 - ix. Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the executive board.

Section 6. Delivery and Examination of Records. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office. The financial records of the JHS Choir Boosters shall be examined by an independent person or persons, or by a committee, selected by the executive board, at the close of the fiscal year, June 30. Should the treasurer resign or be removed from office prior to the end of the treasurer's term in office, an examination of the JHS Choir Boosters' financial records shall be performed by an independent person or persons, or by a committee, selected by the executive board.

Article VI: Contracts

Section 1. Contracts. In addition to the president, the executive board may authorize any officer or appointed agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the JHS Choir Boosters, and such authority may be general or confined to specific instances.

Article VII: Committees

Section 1. Standing Committees. The executive board shall appoint persons to serve on the standing committees on an as needed basis, and may remove persons from the standing committees on an as needed basis. Committees shall be appointed by the executive board as needed and shall provide advice and the general recommendation of the Committee(s) to the executive board. The standing committee chairpersons shall be appointed by the president(s).

Section 2. Term of Appointment. Each member of a committee shall serve for the first full fiscal year following his or her appointment.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Rules/Policies. Each committee may adopt rules for its own governance in compliance with these By-Laws and rules adopted by the executive board. Unless the executive board otherwise provides, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of the committee, and each committee shall otherwise conduct its business in the same manner as the executive board conducts its business under Article IV of the By-Laws. Any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all of the committee members consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the committee.

Article VIII: Gifts

Section 1. Gifts. The executive board, or any appointed agent, may accept on behalf of the JHS Choir Boosters, any contribution, bequest, or devise for the general or special purpose of the JHS Choir Boosters.

Article IX: Records

Section 1. Records Location. The JHS Choir Boosters shall keep at the JHS choir office a copy of all records to be maintained by the JHS Choir Boosters under Article IX, Section 2.

Section 2. Records to be Maintained. The records to be maintained shall include, but are not limited to, the following:

- a) Minutes of all member meetings.
- b) Minutes of all executive board meetings.
- c) Minutes of all committee meetings.
- d) Annual committee reports.
- e) Treasurer's reports.
- f) Annual financial examinations.
- g) Membership lists (electronic data base).
- h) By-Laws.
- i) Articles of Incorporation.
- j) Student account records.
- k) Contracts.
- l) All tax documents pertaining to the JHS Choir Boosters.
- m) All legal documents pertaining to the JHS Choir Boosters.

Section 3. Inspection of Records. All records of the JHS Choir Boosters may be inspected by any voting member or the voting member's attorney and JHS administrators for any proper purpose at any reasonable time.

Article X: Corporate Seal

Section 1. Corporate Seal Available. The executive board may, but is not required to,

obtain a corporate seal.

Article XI: Waiver of Notice

Section 1. Waiver of Notice. Whenever any notice is required to be given to any member, executive board member, officer or committee member of the JHS Choir Boosters under the provisions of these By-Laws, the Articles of Incorporation or the South Dakota Non-Profit Corporation Act, 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 XII: Income Tax Exempt Activities

Section 1. Maintenance of Exemption. Notwithstanding any other provision of the By-Laws, no executive board member, officer employee, or representative of the JHS Choir Boosters shall take any action or carry on any activities by or on behalf of the JHS Choir Boosters not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Article XIII: Miscellaneous

Section 1. Indemnification Other than an Action by or in the Right of the Corporation. The JHS Choir Boosters shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the JHS Choir Boosters, by reason of the fact that that person is or was an executive board member, officer, employee, or agent of the JHS Choir Boosters, or is or was serving at the request of the JHS Choir Boosters as an executive board member, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the JHS Choir Boosters, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interests of the JHS Choir Booster, and with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Advances. The JHS Choir Boosters may pay expenses incurred by persons identified in Article XIII, Section 1 in defending any threatened or pending action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an

undertaking by or on behalf of such person, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the JHS Choir Boosters under this Article.

Section 3. Effect of Adoption of Indemnification Provisions. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

Section 4. Rights Not Exclusive. The indemnification and advancement of expenses provisions set forth in this Article shall not be deemed exclusive of any other rights to which such executive board member, officer, employee or agent may be entitled under any statute, agreement, or otherwise, and shall not restrict the power of the JHS Choir Boosters to make any indemnification permitted by law.

Section 5. Insurance. The executive board shall procure an insurance policy of not less than \$1,000,000.00 on behalf of all persons who are or have been an executive board member, officer, employee or agent of the JHS Choir Boosters, or who are or have been serving at the request of the JHS Choir Boosters as an executive board member, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as an executive board member, officer, employee or agent whether or not the JHS Choir Boosters would have the power to indemnify such person against that liability under law.

Section 6. Severability. If any part of this Article shall be found to be invalid or ineffective, in any action, suit, or proceeding, the validity and the effectiveness of the remaining parts shall not be affected.

Article XIV: Amendments

Section 1. Amendment of By-Laws. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of 75% of the voting members who are in attendance at any annual, general or special meeting of the members at which a quorum is present. The president shall appoint a By-Laws review committee every two years (in odd numbered years) to review and make recommendations for the amendment of the By-Laws of the JHS Choir Boosters.