

**RESOLUTION
OF THE
JEFFERSON HIGH SCHOOL BAND BOOSTERS, INC.**

RESOLVED, the board of directors recommends to the Members for consideration at the next annual meeting of the Members that the Bylaws (as most recently amended in 2001) be amended as follows:

BYLAWS OF JEFFERSON HIGH SCHOOL BAND BOOSTERS, INC.

This instrument constitutes the Bylaws of Jefferson High School Band Boosters, Inc. adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I
Members

Section 1.1. The membership of the corporation shall consist of one class of Members. All parents or legal guardians of students participating in the Jefferson High School Marching Band, or the band program of School District No. 206 are members with the right of one vote for each student participating.

Section 1.2. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of Membership shall continue so long as the parent or guardian's child is a member of the Jefferson High School Marching Band or band program of School District No. 206.

Section 1.3. Membership shall terminate at the end of the stated term of Membership. A Member shall not be expelled or suspended, and a Membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues or fees, except where the Member is given:

- (1) not less than thirty (30) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it: and
- (2) an opportunity for the Member to be heard, orally or in writing not less than ten (10) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Section 1.4. Regular meetings of voting Members shall be held annually, the last week of August in each year or at such day and time as the Board of Directors shall determine (such as the Fall High School Band Concert). The purpose of the annual meeting shall be to elect

directors for the board of directors, to present an annual financial report, and to conduct such other business as may come before the meeting.

Section 1.5. Unless otherwise required by law or the Articles or Bylaws of this corporation, notice of all Member meetings must be given at least ten (10) and not more than thirty (30) days before the meeting. The notice must contain the date, time, and place of the meeting.

Section 1.6. If a regular meeting of voting Members has not been held during the preceding twelve (12) months, at least ten (10) members with voting rights or 10 percent (10%) of the members with voting rights, whichever is the less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within twenty (20) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than thirty (30) days after receipt of the demand at the expense of the corporation.

Section 1.7. Unless otherwise required by law or by these Bylaws, a quorum for a meeting of Members is five percent Members entitled to vote at a meeting, in addition to a quorum of Board members.

Section 1.8. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 1.9. An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote on that action. The written action is effective when it has been signed by all of those Members, unless a different effective time is provided in the written action.

ARTICLE II

Board of Directors

Section 2.1. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the Members. The number of directors shall be fourteen (14) plus student directors as provided herein. The Board of Directors shall include a President, Vice-President, Secretary, Treasurer and two parent representatives for each class, grades 8 through 12. In addition to the fourteen regular board members, the marching band instructor(s) as employed by District 206 shall be ex officio members of the board of directors, but shall not be entitled to vote. Election of officers will be held at the Member meeting as defined in Article I Section 1.4 of the board of directors. Each director's term will be two years running from January 1 through December 31, or will expire at such earlier date when the director no longer has a student in marching band or band program of School District No. 206. Vacancies in unexpired terms will be filled by the Board of Directors until the next annual meeting of the corporation. At the next regular meeting of the members, the members must elect a director to fill the unexpired term of the vacant director's position.

Additional voting members of the board of directors may include one student representative from each band at Jefferson Senior High School. These student directors will be in addition to the fourteen adult members of the board.

Section 2.2. Directors shall serve for a term of two (2) years each, with a maximum of 3 consecutive terms, and shall be so elected that approximately fifty percent (50%) of the directors within each group of directors is elected each year.

Section 2.3. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 2.4. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action.

Section 2.5. The Board of Directors shall have regular monthly meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 2.6. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 2.7. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than ten (10) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 2.8. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 2.9. Special meetings of the Board of Directors may be called at any time upon request of the President or any five (5) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within twenty (20) working days of making or receiving such a request and shall give not less than five (5) nor more than ten (10) days written notice of the time, place and purpose of such special meeting.

Section 2.10. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 2.11. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 2.12. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 2.13. Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota; in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by prepaid telegram, telegraphic letter, electronic mail, or facsimile addressed to such director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed, deposited in the telegraph office, or sent electronically.

Section 2.14. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE III **Officers**

Section 3.1 The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 3.2. The duties of the officers of this corporation shall be:

- (a) President – The president shall be the chief executive officer of the corporation and shall be responsible for the day to day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation.
- (b) Vice President – The Vice President shall perform the duties of the President in the absence of the President. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.

- (c) Secretary – The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep and/or obtain and review at the next board meeting the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.
- (d) Treasurer – The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing or committing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 3.3. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 3.4. The President shall be a Member of the Corporation and the Board of Directors. All other officers may, but need not be, Members of the Corporation or the Board of Directors.

Section 3.5. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 3.6. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 3.7. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

Section 3.8. Officers of the corporation shall serve an annual term. Officers shall be elected at the annual meeting.

ARTICLE IV
Standard of Care and Dealing With Other
Corporations and Organizations

Section 4.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interest of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4.2. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are

parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- A. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- B. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE V

Finance

Section 5.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 5.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such bands as shall be designated by the Board of Directors.

Section 5.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as authorized, approved or ratified by the Board of Directors.

Section 5.4. The annual and trip budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 5.5. Title to all property shall be held in the name of the corporation.

Section 5.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least quarterly to the Board of Directors.

ARTICLE VI
Indemnification

To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each 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, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE VII
Amendment of Bylaws

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors.

The foregoing Bylaws of Jefferson High School Band Boosters, Inc. are hereby adopted.

Dated

Secretary