

**BYLAWS
OF
SALINA SOUTH HIGH BAND BOOSTERS CLUB**

**ARTICLE 1
GENERAL PROVISIONS**

1.1 **Name.** The name of the corporation is Salina South High Band Boosters Club (the “Corporation”).

1.2 **Registered Office.** The registered office of the Corporation in the State of Kansas is 730 E. Magnolia, Salina, Saline County, Kansas 67401.

1.3 **Other Offices.** The Corporation may also have offices at such other places as the Directors, from time to time, may designate.

1.4 **Resident Agent.** The name and address of the Corporation resident agent in this state is Salina South High Band Boosters Club, 730 E. Magnolia, Salina, Saline County, Kansas 67401.

1.5 **Term.** The term for which this Corporation shall exist is perpetual.

1.6 **Fiscal Year.** The fiscal year of the Corporation shall end on May 31 of each year.

1.8 **Policy Decisions.** Decisions and determinations of policy may be compiled under the supervision of the Secretary for easy access and reference by the Directors.

1.9 **Notice.** Notice of any meeting may be given in writing by mail, facsimile, or other electronic means to the person entitled thereto at the last known address shown on the records of the Corporation within such time as directed by the President.

1.10 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the person(s) entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Further, an electronic transmission consenting to any action to be taken shall be deemed to be written, signed, and dated for purposes of this provision if such electronic transmission contains the following information from which the Corporation can determine:

- That the electronic transmission was transmitted by the person(s) entitled to notice; and,
- The date on which the person(s) transmitted such electronic transmission.

The date on the electronic transmission shall be deemed to be the date on which such consent(s) was signed. Further, no consent given by electronic transmission shall be deemed to have been delivered until it is reproduced in paper form and delivered to the Corporation at its registered

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office. Delivery may either be by hand, certified mail, or by electronic transmission directly to an officer of the Corporation located at the registered office of the Corporation.

1.11 **Order of Business.** Roberts Rules of Order shall generally govern the meetings of this Corporation.

ARTICLE 2 **PURPOSES**

2.1 **Not-for-Profit Purpose.** This Corporation is organized not-for-profit and shall have no authority to issue capital stock.

2.2 **General Purpose.** The Corporation is organized as a charitable organization, which is to be treated as a charitable corporation pursuant to Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (“Code”).

2.3 **Specific Purpose.** The Corporation is organized and it operates exclusively for charitable, educational, and scientific purposes to do the following:

- Promote the welfare of the Salina South Middle School Band and Salina South High School Band and band programs by means of financial, physical, and moral support.
- To provide the Band Directors aid with band related, nonprofessional responsibilities.
- To provide support and publicity for individual and group achievements for members of band programs.
- To provide financial support for band related activities.

All of these activities qualify as exempt activities under Code Section 501(c)(3).

ARTICLE 3 **POWERS OF THE CORPORATION**

3.1 **General Powers.** This Corporation may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

3.2 **Specific Powers.** In addition to the foregoing general powers, this Corporation shall have the following specific powers:

3.2.1 **Own Property.** It may own, lease, manage, operate, maintain, and pledge personal property;

3.2.2 **Make Contracts.** It may make contracts;

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3.2.3 **Joint Operations.** It may engage in joint and coordinated planning, development, management, operations, and services with other similarly situated entities to achieve quality, economy, and efficiency of technology provided to its Members.

3.2.4 **Accept Gifts.** It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Corporation;

3.2.5 **Manage Gifts.** It may invest and disburse all assets so received, and generally care for, manage, administer, and control all such properties so received;

3.2.6 **Carry Out Donor Instructions.** It shall carry out the wishes and see that the funds and property so received are applied to the uses specified by the donor; or, in the case a gift, devise, or bequest to this Corporation is not designated, then to such uses as will meet the stated purposes of the Corporation.

3.3 **Restrictions on Powers.** Notwithstanding any other provision of these Bylaws, this Corporation shall have the following restrictions on its powers:

3.3.1 **Non-Profit Restriction.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Code Section 501(c)(3), or (ii) by a Corporation, contributions to which are deductible under Code Section 170(c)(2).

3.3.2 **No Compensation to Directors.** No compensation or payment shall ever be paid or made to any member, director, officer, creator, or organizer of this Corporation, or substantial contributor to it (except as payment for actual services rendered to or for the benefit this Corporation). Neither the whole nor any portion of the assets or net earnings current or accumulated of this Corporation shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any Member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

3.3.3 **Political Activities Prohibited.** 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.4 **Assets Upon Dissolution.** Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation according to the following enumerated priorities: (i) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Corporation is dissolved, such instructions must be followed by the Directors unless such instructions are contrary to law; (ii) All other assets of the Corporation shall

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pass exclusively to The Salina Education Foundation to be deposited into a fund to benefit instrumental music at Salina High School South; (iii) Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court of Saline County, Kansas, exclusively to such organization(s) as the court shall determine most closely satisfy the purpose(s) for which such assets were originally donated.

3.5 **Deposit of Funds.** Any financial aid contributed shall be deposited into the General Fund of this Corporation. Any items purchased using funds from the Corporation's account shall become the property of the Corporation and/or the Salina South High School Band.

3.6 **Financial Records.** The Corporation shall keep a record of its resolutions, transactions, findings, and determinations. Copies of the Corporation's books and records will be available to any member upon request. The Directors shall make arrangements for the Corporation's financial records to be audited each year by an independent third party.

3.7 **Individual Fundraising Accounts.** To the extent not otherwise prohibited by law, the Corporation shall be permitted to establish individual fundraising accounts for students who are participating in the Salina South Middle School Band, and the Salina South High School Band or Color Guard. The Board of Directors shall establish rules and regulations for contributions to such individual fundraising accounts; however, such rules shall be consistent with the rules created by, and shall be approved by, Parent Booster USA.

ARTICLE 4 **MEMBERSHIP**

Membership of this Corporation shall automatically include, but not be limited to, any parent or guardian of any student enrolled in the Salina South Middle School Band or the Salina South High School Band or Color Guard. The duly elected Directors shall constitute the voting membership of the Corporation. All rights, powers, duties and obligations usually vested in the members of a non-profit corporation shall be vested in the Directors in accordance with law and these Bylaws.

ARTICLE 5 **MANAGEMENT**

Management of the business and affairs of the Corporation shall be vested in and conducted by its Board of Directors and its officers.

ARTICLE 6 **DIRECTORS**

6.1 **Number.** Management of the Corporation shall be vested in a Board of Directors consisting of not less than one, nor more than 15 persons, which number may be varied from time to time by resolution of the Board of Directors, along with the Directors of the Salina South High School and Salina South Middle School bands, who shall serve *ex officio*, with vote.

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6.2 **Qualification.** Directors shall be selected from adults who currently have, or have had, children who participate in the Salina South Middle School and/or Salina South High School instrumental music program, and who accept in principle the purposes of this Corporation and are deemed qualified to participate in the attainment of its objectives and the management of its business. A Director shall be deemed qualified as such when the director is elected.

6.3 **Selection.** Directors shall be elected at the annual meeting of Directors upon nomination by the voting members.

6.4 **Term.** Directors shall serve terms of three years, or until successors are elected and qualified. Any Director may serve an unlimited number of Terms provided that they are duly nominated by the voting members and re-elected by the Board of Directors at the conclusion of each term. Partial or unexpired terms filled by reason of vacancy shall be counted as a full term for purposes of the three successive term limitation.

6.5 **Duties.** The Directors shall govern and manage all affairs of the Corporation in accordance with law and its decisions in annual, regular and special meetings.

6.6 **Resignation.** Any Director or officer of the Corporation may resign by filing written resignation with the Secretary of the Corporation, and such resignation shall become effective when filed with the Secretary unless some subsequent effective date is set forth in the resignation.

6.7 **Vacancies.** Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum, and any Directors so chosen to fill vacancies shall hold office until the next annual meeting of the Directors unless sooner displaced, or until their term of office is terminated by resignation, death or disability.

ARTICLE 7 **MEETINGS OF THE DIRECTORS**

7.1 **Place.** All meetings of the Directors shall be held at Salina South High School or at such other place as may be designated by the Directors from time to time.

7.2 Meeting Time.

7.2.1 **Annual.** The annual meeting of the Directors of this Corporation shall be during the month of April each year as set by resolution of the Board of Directors for the purpose of: (1) election of Directors; (2) election of officers; (3) transaction of such other business as may properly be presented and come before such meeting.

7.2.2 **Regular.** Regular meetings shall be held periodically at such specified times as are deemed necessary by resolution of the Board of Directors.

7.2.3 **Special.** Special meetings of the Directors may be called by the Chairperson or by any two Directors, as deemed necessary. Business to be transacted shall be limited to matters specified by the notice given.

7.2.4 **Telephone.** Members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone, electronic mail, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

7.3 Notice of Meetings.

7.3.1 **Notice.** Notice of any meeting may be given by telephone, in writing by first class mail, or electronic mail to the person entitled thereto at the last known address shown on the records of the Corporation.

7.3.2 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

7.4 **Action by Consent.** Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the Directors, or any action which may be taken at any annual or special meeting of such Directors, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all members of the Directors entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the General Corporation Code, if such action had been voted upon by the members of the Directors at a meeting thereof, the certificate filed under such section shall state, in lieu of any statement required by such section concerning a vote of members of the Directors, that written consent has been given in accordance with provisions of K.S.A. 17-6518.

7.5 **Quorum.** A majority of the total number of members of the Directors shall be necessary to constitute a quorum at all meetings of the Directors for the transaction of business

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except as otherwise provided by law, or by these Bylaws. In the event such number is not a quorum, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members of the Directors shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified.

7.6 **Voting Power, Proxy.** Each member shall be entitled at every meeting of Directors to one vote in person or by proxy, but no proxy shall be voted except as specifically given for a scheduled meeting or any adjournment thereof for lack of a quorum.

7.7 **Voting Procedures.** All elections of members of the Directors and officers, and votes upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Directors, may be had by written ballot, voice vote, or by showing of hands unless the Directors determine otherwise

ARTICLE 8 **OFFICERS**

8.1 **Designated Officers.** Officers of the Corporation shall be chosen from among the Board of Directors of the Corporation and shall be a President, a Vice-President, a Secretary, and a Treasurer.

8.2 **Other Officers and Agents.** The Corporation may have such other officers and agents as may from time to time be determined and appointed by the Board of Directors, and for such terms as the Board of Directors may determine.

8.3 **Term and Qualification of Officers.** The officers of the Corporation, except as provided in Section 8.2 of this Article 8, shall be Directors and shall hold their office for one year or until the next annual meeting of the Board of Directors, or until their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing, duly filed in the office of the Secretary of the Corporation.

8.4 **Removal of Officers.** Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

8.5 **President.** The President shall be the presiding officer of the Corporation and the Board of Directors.

8.6 **Vice President.** A Vice President, if there is one, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

8.7 **Secretary.** The Secretary shall attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for that purpose, and shall perform like duties for the standing committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board

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of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President.

8.8 **Treasurer.** The Treasurer shall have such duties as may be prescribed by the Board of Directors and shall give bond in such sum, and with such sureties, as may be determined from time to time by the Board of Directors. Such bond, if required and if issued other than by a corporate surety, shall be renewed every year.

ARTICLE 9 **COMMITTEES**

9.1 **Committees.** The Directors may designate one or more committees, each committee to consist of one or more directors of the corporation.

ARTICLE 10 **CONFLICTS OF INTEREST**

No contract or transaction between this Corporation and one or more of its Directors or officers, or between this Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if either:

- The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or the committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors be less than a quorum; or
- The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof duly authorized.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE 11
INDEMNIFICATION

11.1 **Indemnification**. This Corporation shall indemnify any Director, officer, employee or agent of the Corporation who was or is threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person acted in good faith and in the reasonable belief that his actions were in or not opposed to the best interest of the Corporation.

11.2 **Insurance**. The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation against any liability asserted against such person and incurred in such capacity whether or not the Corporation would have power to indemnify such person against such liability under the provisions of the above section.

11.3 **Severance Clause**. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision hereof.

ARTICLE 12
AMENDMENTS

12.1 **Articles of Incorporation and Bylaws**. The Articles of Incorporation or these Bylaws may be amended by: (1) the Directors meeting, considering the proposed amendment and passing a resolution declaring the advisability of the amendment, and setting a date, time and place of a membership meeting to consider the amendment; and (2) upon approval by a majority of the voting members of the Corporation (who are the members of the Board of Directors) present at or represented at a meeting at which a quorum is present or represented, following written notice to each voting member given not less than 15 nor more than 60 days before said meeting, which notice shall set forth the proposed amendment and indicate that the Board of Directors has, by appropriate resolution, declared it to be advisable to present such amendment to the voting members, and which notice shall give the date, time and place of the meeting.

ARTICLE 13
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Directors and committees having any of the authority of the Directors.

ARTICLE 14
DISSOLUTION

Any plan and approval for voluntary dissolution or revocation of same shall be determined by the vote of a majority of all of the Directors. Thereafter, the Directors shall cause such plan of dissolution to be mailed to all of the Members of the Corporation along with notice of the calling of a special meeting of the Members to consider such plan of dissolution. If a majority of the

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Members present at such meeting approve the plan of dissolution, the Directors shall proceed with the process of dissolving the Corporation in the manner required by Kansas law.

ADOPTED by the Directors as of the _____ day of _____, 2011.

SALINA SOUTH HIGH BAND BOOSTERS CLUB

By: _____
President

By: _____
Secretary