

MILLARD NORTH HIGH SCHOOL BAND BOOSTERS, INC.

**BYLAWS**

BYLAW I

Purpose and Powers

1.1 Purpose. The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

1.2 Powers. The Corporation shall have such powers as are now or may hereafter be set forth in its Articles of Incorporation or be granted by the Nonprofit Corporation Act of the State of Nebraska.

BYLAW II

Membership

2.1 Requirements for Membership. A parent or legal guardian of every member of the Millard North High School Band shall be considered a member of the Corporation. Any other individual who is interested in the welfare of the Millard North High School Band program shall be eligible for membership, and shall be admitted as a member upon the determination of the Board of Directors or any two (2) officers thereof.

2.2 Voting Members. All active members shall be entitled to vote, and to hold office in the Corporation; provided, however, that for voting, quorum and notice purposes, each due-paying household shall be considered a single voting member. Only members current on dues which may be set by the Board of Directors shall be considered active.

2.3 Annual Meeting. The Annual Meeting of the Corporation shall be held in April, May or June of each year beginning in 2008, or as soon thereafter as possible, for the purposes of conducting elections, and transacting such other business as may come before the meeting, at a time and place designated by the President or Board of Directors.

2.4 Special Meetings. Special meetings of the Corporation may be called by the President for specific purposes. Special meetings of the Corporation shall also be called by the President when a written request, executed by five (5) percent of the voting members, is served upon the President. The Corporation shall hold at least one (1) special meeting during the fall of each year. Special meetings shall be held at a time and place designated by the President or Board of Directors.

2.5 Notice of Meeting. Notice of any meeting of the Corporation shall be written.

- (a) Written Notice. Written notice stating the date, time and place of the meeting, and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, via electronic mail with confirmation of delivery or by United States mail.
- (b) Waiver by Attendance. The attendance of a voting member at a meeting of the Corporation waives objection to lack of notice or defective notice of same, or that a particular item is not within the purpose or purposes described in the notice, unless the voting member objects to the holding of the meeting at the beginning of the meeting or to the transaction of such item when same is presented.

2.6 Record Date. Every voting member at the close of business on the business day preceding the day notice is given is entitled to notice. Any members who become voting members on the date of a meeting of the Corporation shall be deemed to have notice of the meeting.

2.7 Voting List. The Secretary shall maintain the voting list of the Corporation. The list shall consist of an alphabetical list of all voting members, including each voting member's address, entitled to notice.

2.8 Quorum. The presence of ten percent (10%) of the voting members of the Corporation at a meeting of the Corporation shall constitute a quorum at said meeting. If no quorum is present, a majority of the voting members present may adjourn a meeting of the Corporation from time to time without notice, other than an announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

2.9 Proxies. Proxy voting is prohibited.

2.10 Voting. Subject to Section 2.2 hereof, each voting member shall be entitled to one (1) vote on each matter voted on at a meeting of the Corporation. If a quorum is present, the affirmative vote of a majority of the votes entitled to be cast at the meeting on the subject matter shall be the act of the Corporation, unless the vote of a greater number is required by the Articles, these Bylaws or by the Act; provided, however, that in any matter dealing with the dissolution of the Corporation, the sale or encumbrance of its real estate, or the sale of all or substantially all of its assets, an affirmative vote of two-thirds (2/3) of the Board of

Directors and two-thirds (2/3) of all voting members shall be required for such action to be effective.

2.11 Action without Meeting. No action may be taken by the voting members of the Corporation without a meeting of the Corporation.

### BYLAW III

#### Directors

3.1 Number and Qualification. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than four (4) directors. The Directors may adopt additional qualifications for Directors.

3.2 Election and Tenure. Directors of the Corporation shall consist of the President, President-Elect, Secretary and Treasurer of the Corporation, elected or appointed pursuant to Bylaw IV hereof.

3.3 Vacancies. Vacancies occurring on the Board of Directors, whether by reason of death, resignation or otherwise shall be filled as set forth in Bylaw 4.5 hereof.

3.4 Removal. Any Director may be removed without cause as set forth in Bylaw 4.4 hereof.

3.5 Quorum. Three-fourths (3/4) of the then current number of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Unless otherwise required under these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.6 Annual Meeting. The annual meeting of the Board of Directors shall be held annually following the annual meeting of the Corporation at the principal office of the Corporation, or at another place, either within or without the State of Nebraska, at such time and place as shall be designated in the notice of the meeting.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or two thirds (2/3) of the Directors then in office, and shall be held at the principal office of the Corporation or at such other place, either within or without the State of Nebraska, at such date and time as the notice may state.

3.8 Notice. Notice of the date, time and place of meetings shall be mailed, via US Mail or electronic mail with transmittal confirmed, to each Director at his or her last known address at least two (2) days prior to the date of the meeting.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of such notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.9 Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors. The consent may be executed by the Directors in counterparts.

3.10 Voting. At all meetings of the Board of Directors, each office represented on the Board shall have one (1) vote.

3.11 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.12 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board or other expenses incurred in service of the Corporation. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.13 Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the entire Board, appoint an executive committee and one or more other committees, each committee to consist of one (1) or more Directors of the Corporation and such other persons as may be designated by the Directors, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board in the management of the business and affairs of the Corporation as shall be delegated to them.

3.14 Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## BYLAW IV

### Officers

4.1 Number and Qualification. The officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer. The officers of the Corporation shall also comprise the Board of Directors of the Corporation.

4.2 Election and Tenure. At the organizational meeting of Incorporators, the Incorporators shall elect the officers who shall hold office until their successors have been elected and qualified, unless their service is earlier terminated because of death, resignation or removal. Subsequently, the officers of the Corporation shall be elected as follows:

(i) The office of the President shall be succeeded to annually by the President-Elect upon the election of the ensuing President-Elect as set forth in subsection (ii) hereof;

(ii) The President-Elect shall be elected by the membership at the annual meeting of the members to serve a one (1) year term, automatically succeeded by a one (1) year term as President;

(iii) The Secretary shall be elected by the membership at the annual meeting of the members in even numbered years to serve a two (2) year term;

(iv) The Treasurer shall be elected by the membership at the annual meeting of the members in odd numbered years to serve a two (2) year term.

Each officer shall hold office for the terms set forth herein or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise. Officers may be elected to additional terms.

4.3 Co-Officers. Spouses may be elected to serve as co-officers in any office of the Corporation; provided, however, that each office shall have a single vote.

4.4 Removal. Any officer or agent of the Corporation, elected or appointed by the members, may be removed by the membership at a meeting thereof whenever the best interests of the Corporation will be served thereby, but

such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.5 Vacancies. Any vacancy in any office of the Corporation, for any cause other than the expiration of a term, shall be filled by the affirmative vote of two-thirds (2/3) of the existing or remaining Directors, as the case may be, except that, any vacancy in the office of the President shall be filled by the President-Elect, which office in turn shall be filled as set forth herein. An officer elected to fill a vacancy shall hold office for the term of his or her predecessor in office and until his or her successor shall be elected and qualified, unless his or her service is earlier terminated by death, resignation or removal.

4.6 Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

(b) President-Elect. In the absence of the President or in the event of his or her death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect may sign and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall attend and keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, have general charge of the corporate minute books of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such

banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

4.7 Salaries. Subject to Bylaw 3.12 hereof, the officers of the Corporation shall serve without compensation.

#### BYLAW V

##### Bank Account

The funds of the Corporation shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons as the Directors may by resolution authorize.

#### BYLAW VI

##### Amendments

Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Board of Directors at any meeting of the Board of Directors.

#### BYLAW VII

##### Waiver of Notice

Whenever any notice is required to be given to any member of Director of the Corporation under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Business 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 equivalent to the giving of such notice.

#### BYLAW VIII

##### Indemnification of Directors, Officers Employees and Agents

8.1 To the extent permitted by law, the Corporation 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 Corporation, by reason of the fact that he or she is or was a director, officer,

employee or agent of the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

8.2 To the extent permitted by law, the Corporation 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

8.3 To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

8.4 The indemnity provided for by this Bylaw VIII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Bylaw VIII be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

## BYLAW IX

### Prohibition Against Sharing in Corporate Earnings

No Director, officer, member or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any

assets then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended (the Code).

#### BYLAW X

##### Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, member, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Code.

#### BYLAW XI

##### Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

The undersigned, the Secretary of the Corporation, hereby certifies that these Bylaws were duly approved and adopted by the Board of Directors of the Corporation as of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Joe Nields, Co-Secretary

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Tammy Nields, Co-Secretary