

BYLAWS
OF
HD JACOBS HIGH SCHOOL MUSIC BOOSTERS
(incorporated as Jacobs High School Band Boosters Association)
Adopted as the official bylaws on April 20, 2021

ARTICLE I
Offices

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II
Purpose

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III
Mission Statement and Objectives

SECTION 1. MISSION. The mission of HD JACOBS HIGH SCHOOL MUSIC BOOSTERS is to create and maintain a close working relationship between students, parents, music department directors and the school administration.

SECTION 2. OBJECTIVES. The objectives of HD JACOBS HIGH SCHOOL MUSIC BOOSTERS are to:

- a) Promote and maintain an enthusiastic interest in music programs;
- b) To raise funds in order to provide financial support and enrichment for the music department; and
- c) To cooperate with Directors and School Administration in creating successful music programs.

ARTICLE IV
Members

SECTION 1. CLASSES OF MEMBERS. The corporation shall have two classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

d) Active Members. Any parent/guardian of students enrolled in the Jacobs High School music program who is interested in being a member. Active members membership automatically expires on the latter of either (a) the end of the school year in which in their associated music student graduates or (b) at the conclusion of the annual meeting during the same year in which their associated music student graduates.

e) Non-Active Members. Alumni, parents or guardians of former students enrolled in the Jacobs High School music program interested in being Non-Active members. Non-Active members shall not have voting privileges and may not serve as an Officer. Non-Active members may attend meetings.

SECTION 2. MEMBERSHIP FEES. There shall be no membership fee to join and no dues payable in connection with membership to HD JACOBS HIGH SCHOOL MUSIC BOOSTERS.

SECTION 3. VOTING RIGHTS. Only active members in good standing with the district and music programs shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP. The Executive Board by affirmative vote of a majority of all of the Executive Board may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

SECTION 7. NO MEMBERSHIP CERTIFICATES. No membership certificates of the corporation shall be required.

SECTION 8. ESCROW ACCOUNTS. Escrow accounts or similar accounts are prohibited from being utilized for members of the HD JACOBS HIGH SCHOOL MUSIC BOOSTERS.

ARTICLE V Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held during the month of April of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The directors elected by the members will automatically fill the Executive Board positions of President, Vice-President, Secretary, and Treasurer.

SECTION 2. REGULAR MEETINGS. Regular meetings will be held as the Executive Board deems necessary.

SECTION 3. SPECIAL MEETING. Special meetings of the members may be called either by the President or the Board of Directors, or by not less than 10 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 4. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be a room in Jacobs High School specified by the Board of Directors.

SECTION 4.1 ELECTRONIC MEETINGS. Meetings of the members may be held through the use of a conference telephone or similar communications equipment such as Skype, Zoom or similar communication so long as all members participating in such a meeting can communicate with one another at the time of such a meeting. Participation in such a meeting constitutes presence in person at such a meeting.

SECTION 5. NOTICE OF MEETINGS. Written or electronic notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more directors,

a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 6. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing or email, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing or email of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing or email of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing or email.

SECTION 7. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 8. QUORUM. There shall be no minimum amount of members required at a meeting to achieve quorum.

SECTION 9. VOTING. Each active member in good standing with the district and the HD JACOBS HIGH SCHOOL MUSIC BOOSTERS shall be entitled to one vote in each matter submitted to vote at a meeting of members.

SECTION 10. ORDER. Roberts Rules of Order shall govern the deliberation of the member meetings when not in conflict with the by-laws or the organization.

ARTICLE VI Board of Directors

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall range from three to ~~ninseveen~~. Each director shall hold office until June 15th when the newly elected Directors will

begin their tenure as a Director. Directors need not be residents of Illinois or members of the corporation. Directors must also be eligible to be an active member. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws on June 15th of each year. The appointment of up to ~~four~~three Vice-Presidents will occur at the annual meeting.

SECTION 4. ELECTRONIC MEETINGS. Meetings of the Board of Directors may be held through the use of a conference telephone or similar communications equipment such as Skype, Zoom or similar communication so long as all members participating in such a meeting can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such a meeting. Each person participating in the meeting shall approve the minutes thereof, which may be in counterparts..

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 6. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least 2 days previous thereto by written or email notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written or email notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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 need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING. 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 of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Executive Board unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, as specified by statute.

SECTION 11. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing or email, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 12. SALARIES. The Board of Directors shall serve without compensation for their services.

SECTION 13. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively 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 his or her 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 or certified 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.

ARTICLE VII Executive Board

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Executive Board.

SECTION 1. EXECUTIVE BOARD. The Executive Board of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The board members elected by the members at the annual meeting shall also serve as members of the Executive Board. The Board of Directors shall appoint up to ~~four~~ ^{three} Vice-Presidents to serve on the Executive Board. The President, Vice-President, Treasurers, and Secretary of the corporation shall be elected at the regular annual meeting of the members. The board members elected by the members at the annual meeting shall also serve as members of the Executive Board. ~~The Board of Directors shall appoint up to three Vice Presidents to serve on the Executive Board.~~ If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. Officers may not serve more than three (3) consecutive terms in the same office.

SECTION 3. REGULAR MEETINGS. Regular meetings of the Executive Board shall be held at least quarterly with dates determined by the President. Electronic communications among the entire Executive Board may take the place of Executive Board meetings.

SECTION 4. QUALIFICATIONS. To be considered for the position of President, the nominee should have participated at the committee level a minimum of one (1) year or equivalent experience and have attended

a majority of the regular meetings in the current fiscal year. To be considered for the position of Vice-President, the nominee should have participated in HD JACOBS HIGH SCHOOL MUSIC BOOSTERS events and attended a majority of the regular meetings in the current fiscal year.

SECTION 5. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds majority vote whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 6. PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President shall also act as the primary point of contact between HD JACOBS HIGH SCHOOL MUSIC BOOSTERS, Music Directors and School Administration. The President shall also be an advisory member of any committees and shall appoint any committee chairpersons, subject to an approval by a majority of the Board of Directors. The President shall also be in charge of developing the budget with the assistance of the Treasurer. The President shall also (a) be a custodian of the corporate records and of the seal of the corporation; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) keep a register of the contact information of each member that shall be furnished to by such member;

SECTION 7. VICE PRESIDENTS. The Vice Presidents shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. There will be ~~five~~four specific Vice-Presidents with different duties as follows:

a) Vice President. Shall assist the President in the discharge of his or her duties. Shall be an advisory member of any committees and may also serve as chairperson of a special committee or standing committee. The Vice President shall preside at any meeting in the absence of the President and shall assume the position of President if the position becomes vacant. The position is also a Board of Directors position and the members elect this position.

b) Vice President – Band. Shall serve as coordinator of all committees and volunteers pertaining to band operation for extra-curricular programs including, but not limited to Marching Band, Marching Band Uniforms, Special Events, Parent/Volunteer Open Houses and Concerts. Shall provide oversight to various Band Operations and coordinate HD JACOBS HIGH SCHOOL MUSIC BOOSTERS support for all Band activities when so requested by the band director. Shall act as a liaison between the director and parents of students. Shall serve as co-coordinator of Concert Attire uniform fittings, order and distribution. This position is appointed by the Board of Directors.

c) Vice President – Choir. Shall serve as coordinator of all committees and volunteers pertaining to chorus operations for extra-curricular programs including, but not limited to Madrigals Dinner, Special Events,

Parent/Volunteer Open Houses and Concerts. Shall provide oversight to various Chorus Operations and coordinate HD JACOBS HIGH SCHOOL MUSIC BOOSTERS supper for all Chorus activities when so requested by the chorus director. Shall serve as co-coordinator of Concert Attire uniform fittings, order and distribution. This position is appointed by the Board of Directors.

d) Vice President – Orchestra. Shall serve as coordinator of all committees and volunteers pertaining to orchestra operations for extra-curricular programs including, but not limited to Orchestra Summer Camp, Special Events, Parent/Volunteer Open Houses and Concerts. Shall provide oversight to various Orchestra Operations and coordinate HD JACOBS HIGH SCHOOL MUSIC BOOSTERS support for all Orchestra activities when so requested by the orchestra director. Shall serve as co-coordinator of Concert Attire uniform fittings, order and distribution. This position is appointed by the Board of Directors.

e) Vice President – Guitar. Shall serve as coordinator of all committees and volunteers pertaining to guitar operations for extra-curricular programs including, but not limited to Special Events, Parent/Volunteer Open Houses and Concerts. Shall provide oversight to various Guitar Operations and coordinate HD JACOBS HIGH SCHOOL MUSIC BOOSTERS support for all Guitar activities when so requested by the director. This position is appointed by the Board of Directors.

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SECTION 8. TREASURER. The treasurers shall be the principal accounting and financial officer of the corporation. There will be two treasurers at all times and the treasurers will serve for two years. In the first year, the treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation and (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof. In the second year, the treasurer shall (c) prepare and submit all necessary state and federal financial filings; (d) prepare a financial report at the close of each school year which will become part of the permanent record; (e) work with the President to develop the yearly budget; and (f) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The positions of Treasurer are a Board of Directors position and the members elect this position.

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SECTION 9. SECRETARY. The Secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The position is also a Board of Directors position and the members elect this position.

SECTION 10. MUSIC DIRECTOR(s). The Music Director(s) shall serve in an advisory capacity to the Executive Board and shall have no vote. The Music Department Head Director shall submit a proposed annual budget thirty days prior to the annual meeting. The Head Director shall serve as liaison between HD JACOBS HIGH SCHOOL MUSIC BOOSTERS and Jacobs High School Administration in matters pertaining to department expenditures.

SECTION 11. SALARIES. Officers shall serve without compensation for their services.

ARTICLE VIII Committees, Commissions, and Advisory Boards

SECTION 1. COMMITTEES. The Executive Board, by resolution adopted by a two-thirds majority of the directors in office, may designate one or more committees, each of which will consist of persons as the

Executive Board designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Executive Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual director, of any responsibility imposed on it, him, or her by law. The following committees shall be permanent:

- a) Fundraising Committee: Responsible for coordinating fundraising programs. The fundraising committee shall submit a fundraising agenda to the Executive Board for approval before the annual meeting.
- b) Publicity/Communication Committee: Responsible for coordinating with the other committee chairs to promote events and fundraisers as well as development and maintenance of HD JACOBS HIGH SCHOOL MUSIC BOOSTERS website.
- c) Craft Fair Committee: Shall organize and coordinate HD JACOBS HIGH SCHOOL MUSIC BOOSTERS annual Craft Fair to be held in November.
- d) Volunteer Ambassador Committee: Responsible for coordinating volunteers at HD JACOBS HIGH SCHOOL MUSIC BOOSTERS events and act as welcome committee to new students and their families currently enrolled in Jacobs High School.
- e) Concert Attire Committee: Responsible for sizing, order and distribution of all student concert attire. Fittings shall be held annually at the start of the school year and on a date as recommended by Concert Attire Chairperson.
- f) Pops Concert Committee: Responsible for organizing and coordinating fundraising activities, but not limited to ticket sales, concessions, silent auction, raffles and donations.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Executive Board and shall consist of such persons as the Executive Board designates. A commission or advisory body may or may not have directors as members, as the Executive Board determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Executive Board or to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR. The President, subject to the approval of the Executive Board, shall appoint the chairpersons of all committees. A Chairperson must be a current, active HD JACOBS HIGH SCHOOL MUSIC BOOSTERS member in good standing. Executive officers shall be allowed to serve as chairpersons.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Executive Board designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or

commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

SECTION 7. RULES. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. The chair for each committee or his/her designee, shall provide a brief report on the committees' activities at each general meeting.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE IX
Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The Executive Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation shall be signed by the President, Vice-President, or Treasurer. General fund expenditures not contained in the proposed budget must be approved by the President and Treasurer. Non-budget general fund expenditures up to \$2,000 shall be approved by a 51% majority vote of the active Executive Board. Non-budget expenditures exceeding \$2,000 must be approved by a majority vote of active enrolled members present at any general meeting.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All bank accounts shall have signature cards on file for the current President, Vice-President and Treasurer. The President, Vice-President and Treasurer shall all have separate credentials allowing access to the online banking system for all accounts.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 5. FUNDRAISING. Monies raised by individual members in fundraising events shall remain the property of HD JACOBS HIGH SCHOOL MUSIC BOOSTERS. The Executive Board and Music Director(s) shall agree on the events for which student funds may be used to offset expenses incurred in music department sponsored events.

ARTICLE X
Books and Records

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the

Board of Directors. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI
Fiscal Year

The fiscal year of the corporation shall begin on August 1 and end on July 31 of the following year.

ARTICLE XII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII
Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation may 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, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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, if such person 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 and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act 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 or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation may 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 such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person 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, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to

be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Executive Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Executive Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO MEMBERS. If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9. REFERENCES TO CORPORATION. For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

SECTION 10. OTHER REFERENCES. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

ARTICLE XIV Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the members unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written or email notice of the purpose shall be given. The Executive Board shall have the power to recommend changes to the bylaws if agreed by a majority of the Executive Board. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

HD Jacobs High School Music Boosters Bylaws

Revised and adopted on April 20, 2021

[Redacted]

Linda Blackman, President

[Redacted]

Robin Oakes, Secretary

[Redacted]

Kevin Kuphal, Treasurer

Commented [3]: Needs to be modified, once approved