

**AMENDED AND RESTARTED
BYLAWS
OF
MT. VERNON MUSIC BOOSTERS, LTD.**

**ARTICLE I
Corporate Nature and Purpose**

Section 1. Name. The name of the corporation is Mt. Vernon Music Boosters, Ltd. (the “Corporation”).

Section 2. Address. The post office address of the Corporation’s registered office is 8112 N. 200 W., Fortville, Indiana, 46040. The registered agent in charge will be on file with Secretary of State (SOS).

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

Section 4. Purpose. The Corporation shall (1) provide a means to promote the appreciation of music for the students and adults of the Mt. Vernon School District, (2) foster among them a continuing mutual musical interest, (3) participate in activities that are of service to the musical community, (4) contribute to the progress of the Corporation, encourage and support the activities and development of the music department of Mt. Vernon Community Schools, and (5) raise funds to provide enrichment for the school’s population and facilities. Notwithstanding the foregoing, the Corporation shall take no actions that are not in accordance with its stated purposes and objectives contained in its Articles of Incorporation, nor shall any action be taken that jeopardizes the Corporation’s status as a not-for-profit or charitable entity. The Corporation shall in no way interfere with the administration of the Mt. Vernon Schools, nor will it attempt to influence, coerce or interfere with the operations of the music curriculum or program led by nonpartisan, and shall not participate in any activity outside the interest of the school. The Corporation may cooperate with other groups working for children, but shall not commit the Corporation without specific authorization from the Board.

**ARTICLE II
Membership**

Section 1. Application. The members of this corporation are those persons having membership rights in accordance with the provisions of these bylaws and who have been accepted on application to the Board of Directors in accordance with their resolutions.

Section 2. Voting. Members are entitled to vote in the election of the Board of Directors. The number of members shall not be limited.

Section 3. Qualifications. To qualify for and be admitted to membership in this Corporation, a candidate must have a student of interest involved in the music department.

ARTICLE III

Meetings of Members

Section 1. Place of Meetings. Meetings of the members of the Corporation shall be held at such place, either within or without the State of Indiana, as shall be specified in the respective calls, notices or waivers of notice thereof.

Section 2. Annual Meetings. The annual meeting of members of the Corporation shall be held at such place each year as may be established by the Board of Directors. However, the Board of Directors may, by resolution, postpone such meeting from time-to-time.

Section 3. Special Meetings. Special meetings of the members may be called by the president, by a majority of the Board of Directors, or by written petition signed by not less than two (2) members of the Board of Directors.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and, in case of special meetings or when otherwise required by law, the purpose for which the meeting is called shall be delivered by email or social media by the secretary of the Corporation or by the officer or persons calling the meeting to each member of record entitled by the Articles of Incorporation to vote at such meeting, at such address as appears upon the records of the Corporation and at least ten (10) days before the date of such meeting.

Section 5. Waiver of Notice. Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place of the meeting and the purpose or purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.

Section 6. Voting Rights. Each member of the Corporation shall have such voting rights as are specified in the Articles of Incorporation of the Corporation.

Section 7. Voting in Person. A member entitled to vote at any meeting of members shall vote in person.

Section 8. Rules of Order. Meetings of the members shall be governed by the rules contained in Roberts' Rule of Order, in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, this code of bylaws or any special rules of order adopted by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. Generally. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these bylaws. The Board of Directors shall have at least five (5) members, but no more than fifteen (15) members. The Board of Directors shall consist of the officers of the Corporation as provided for in Article V herein.

Section 2. Qualification and Election of Directors. No one shall be elected to the Board of Directors unless such individual is a qualified member of the Corporation as defined in Article II herein. The election of the Board of Directors shall be governed by the Corporation's articles.

Section 3. Increases in Board Size. An increase in class or board size shall generally be accomplished pursuant to the Articles of Incorporation as amended or restated. The filling of the vacancies created by such increases shall be done in accordance with the provisions of the Corporation's articles as amended or restated.

Section 4. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Except as otherwise provided in the Articles of Incorporation or 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 of Directors.

Section 5. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as provided in these bylaws, such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. The first regular meeting in the Corporation's fiscal year shall be the annual meeting of the Board of Directors. Unless otherwise agreed within a reasonable time prior to the meeting, the Board of Directors shall meet prior to each scheduled meeting of the Corporation.

Section 6. Special Meetings. Notwithstanding the preceding Section 5 of this Article IV, the Board of Directors may hold special meetings for any lawful purpose upon proper notice as described in Section 7 of this Article IV, and upon call by the presiding officer of the Board of Directors, the president of the Corporation or by twenty percent (20%) of the directors then in office. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 7. Notice of Special Meetings. Oral or written notice of the place, date, and time of each special meeting of the Board of Directors shall be communicated or emailed or posted on social media by the secretary of the Corporation, or by the person(s) calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. Except as provided in these bylaws, the notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following:

- a) When received.
- b) Five (5) days after the notice emailed or posted on social media.

Section 8. Waiver of Notice. Notice may be waived in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 9. Means of Communication. The Board of Directors may (a) permit a director to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other

during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.

Section 10. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 10 shall have the effect of a meeting vote and may be described as such in any meeting document.

ARTICLE V

Officers

Section 1. In General. The officers of this Corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at the annual meeting and shall serve for one (1) year and until the officer's successor is elected and qualified. All officers, except assistant officers, shall be members of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The president shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The president shall establish committees from time-to-time to meet the needs of activities set by the board, which such committees could include directors, members, school corporation staff, parents and students. The president shall annually appoint a nominating committee. The president shall chair the nominating committee to recommend a slate of members to serve as directors and officers of the Corporation. The president shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

Section 3. First Vice President. The vice president shall act in place of the president when necessary, and shall be empowered to perform all acts which the president is authorized to perform in the event of the president's absence or inability to serve. The vice president shall be responsible for the annual membership drive. The vice president shall perform the duties usual to such position and such other duties as the Board of Directors or president may prescribe.

Section 4. Secretary. The secretary shall be the custodian of all papers, books and records of the Corporation, other than books of account and financial records. The secretary shall prepare, enter in the minute book, and distribute the minutes of all membership meetings. The secretary shall authenticate records of the Corporation as necessary. The secretary shall perform the duties usual to such position and such other duties as the Board of Directors or president may prescribe.

Section 5. Treasurer. The treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation, including tracking of all student accounts. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the treasurer may from time-to-time prescribe, and

the treasurer shall pay all obligations of the Corporation. The treasurer shall establish an annual budget for the expenses and receipts of the Corporation and shall present the budget to the Board of Directors for approval annually. The treasurer shall furnish, whenever requested by the Board of Directors or the president, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or president may prescribe.

Section 6. Assistant Treasurer. The assistant treasurer shall assist the treasurer as necessary and shall perform any duties as the Board of Directors or president may prescribe.

Section 7. Ex-Officio Director(s). The board shall annually include one or more music directors to serve on the Board of Directors to create synergy with the school corporation and the music departments. The ex-officio director(s) shall advise and guide the Board of Directors on issues related to the betterment of the Mt. Vernon Music Departments. The position of ex-officio director(s) is a non-voting position on the Board of Directors. Any ex-officio director shall serve at the pleasure of the Board of Directors and may be removed from such position at any time, for any reason, by the Board of Directors.

Section 8. Other Officers. The Board of Directors may create other permanent or *ad hoc* offices that may be necessary for the proper administration of the Corporation's purpose. Each other officer of the Corporation shall perform such duties as the Board of Directors or president may prescribe.

ARTICLE VI Committees

Section 1. Executive Committees. The Executive Committee shall consist of the Board of Director positions. The Executive Committee, to the extent provided in and consistent with Indiana law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between meetings of the Board of Directors.

Section 2. Nominating Committee. The president shall establish a Nominating Committee, which shall evaluate the leadership strengths and forecast leadership needs for the Corporation and shall develop rosters of candidates for director and officer positions. The Nominating Committee shall establish procedures, subject to the approval of the Board of Directors, for the identification and evaluation of nominees for director and officer positions and shall present a slate of nominees in accordance with such procedures at the times required by such procedures. The Nominating Committee shall also periodically review the bylaws and propose to the Board of Directors any modifications to the bylaws that the committee deems appropriate or necessary.

Section 3. Standing Committees. The Board of Directors shall establish Standing Committees, designate a chairperson for each Standing Committee, and establish, modify, or reallocate purposes and goals for each Standing Committee, all pursuant to these bylaws and as follows:

- a) Fundraising Committee. The Fundraising Committee shall establish an annual plan for fundraising opportunities for the Corporation and engage membership and others to fulfill duties. The Fundraising Committee shall report necessary information to the treasurer for bookkeeping and to the board for performance monitoring.

- b) Communication Committee. The Communication Committee shall be responsible for promoting news and activities of the Corporation and music department, and shall promote the Corporation, the music department and organizations to the local communities.
- c) Special Events Committee. The Special Events Committee shall be responsible for the organization in planning, preparing and provision of manpower of special events for the Corporation such as banquets, summer food for camp and other events as directed by the Board of Directors.

Section 4. Other Committees. The Board of Directors may establish other committees, in addition to the Standing Committees, to accomplish the goals and perform the programs of the Corporation. Such committees may become standing or *ad hoc*, and shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

Section 5. General. A majority of the members of any committee shall constitute a quorum, and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present.

ARTICLE VII

Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was lawful). The termination of any claim, action, suit, or proceeding, by judgement, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VII.

Section 2. Definitions.

- a) As used in this Article VII, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- i.) By reason of his or her being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - ii.) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
 - iii.) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time of such liability or expense shall have been incurred.
- b) As used in this Article VII, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- c) As used in this Article VII, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement

Section 3. Entitlement to Indemnification. Any person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VII and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of this Article VII, the Board of Directors may, at any time from time-to-time, approval indemnification of directors, officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VII and insurance protecting the Corporation's assets, directors, officers, employees, or other persons.

ARTICLE VIII

Conflict of Interest Policy

Section 1. Purpose of Policy. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. An "interested person" is any director, principal officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person. A person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:

an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Board of Directors determines that a conflict of interest exists.

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

After exercising due diligence, the board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable.

If the board has reasonable cause to believe that an actual or possible conflict of interest has not been disclosed, the board shall inform the individual of the basis for such belief and afford an opportunity to explain the alleged failure to disclose. If, after hearing the explanation and making any further warranted investigation the board determines a conflict of interest exists and has not been disclosed, the board shall have the authority to take any appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The board shall maintain records of all instances of disclosures of financial interest and the names, votes and content of discussion of any board proceedings with regard to such disclosures.

ARTICLE IX Gifts to the Corporation

Any donor of a gift to the Corporation may give directions with respect to such gift at the time the gift is made subject to the limitations in the Corporation's Articles of Incorporation and this Article IX of these bylaws. These directions may specific (a) the field of charitable purposes to be supported; (b) the particular charitable organization or organizations to be supported and in which amount(s); (c) the donor's right to make recommendations to the Corporation from time-to-time as to particular charitable organizations or purposes to be considered for support; (d) the manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income; (e) a name as a memorial or otherwise for a gift, or addition to a fund previously held, or that the donor of a gift shall remain anonymous. If the donor does not expressly direct in the instrument making the gift the use of the income or principal of any gift, grant, or devise, the corporation shall have absolute discretion as to the use of the income from the gift, provided that such use conforms to the exempt purposes of the Corporation as outlined in its Articles of Incorporation, but shall be unable to expend the principal of the gift. Notwithstanding any provision in these bylaws or in any instrument of transfer creating or adding to a fund of this Corporation, and in accordance with the Articles of Incorporation of the Corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specify organizations if in the sole judgement of the Board of Directors (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community served. The Board of Directors shall exercise this power at a meeting by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE X Contracts, Loans, Checks, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the treasurer, the president, or such person(s) as the Board of Directors may from time-to-time designate by resolution.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issues in its name.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank(s), trust companies, or other depositories as the Board of Directors may specify.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE XI Amendments

The power to make, alter, amend or repeal the bylaws is vested in the Board of Directors of the Corporation.

ARTICLE XII Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These bylaws are passed this ____ day of _____, _____ by the Board of Directors.

_____, President

ATTEST:

_____, Secretary