

BYLAWS OF SHAWNEE MISSION SOUTH HIGH SCHOOL BAND BOOSTERS CLUB. INC.

A Kansas Nonprofit Corporation
As Adopted May 9, 2006 ARTICLE I
Legal Status. Purposes and Principal Office

Shawnee Mission South High School Band Boosters Club, Inc. is a nonprofit corporation organized under the laws of the State of Kansas (the "Corporation"). The purposes of the Corporation are (a) to promote, organize and finance musical activities and performances, trips and social events in connection with the Shawnee Mission South High School bands and (b) to further such objects and purposes through the exercise of powers permitted by law. The principal office and place of business of the Corporation shall be at Shawnee Mission South High School, 5800 West 107th Street, Overland Park, Kansas 66207.

ARTICLE II

Membership

Section 1. Members. All parents and legal guardians of student members of any one or more of the Shawnee Mission South High School bands who have paid the Booster Club Membership fee shall be members of the Corporation (the "Members") for the fiscal year in which such fees were paid. In addition the band director or band directors of the above stated bands, and the assistants to such band director(s) also shall be members of the Corporation (the "Members").

Section 2. General Meetings. Two general meetings of the Members shall be held each school year, one in the fall and one in the spring. Unless otherwise designated by the Board of Directors, the fall meeting of the Members shall be held at the same time and place as the Potluck Dinner (customarily held in September of each year). At such fall meeting, the budget for the Corporation's current fiscal year ending June 30 of the next calendar year shall be submitted by the Board of Directors for approval, and any other business may be transacted which is within the power of the Membership. Unless otherwise designated by the Board of Directors, the spring meeting of the Members shall be held at the same time and place as the 'Spring Concert (customarily held in May of each year). At such spring meeting, Directors and Officers shall be elected, and any other business may be transacted which is within the power of the Membership.

Section 3. Special Meetings. Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by Members constituting not less than twenty percent (20%) of the Membership.

Section 4. Quorum for General Meetings. Attendance by not less than twenty percent (20%) of the Members shall constitute a quorum for the transaction of business. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership. If there be less than a quorum present at any meeting of the Members, a majority of those present may adjourn the meeting.

Section 5. Place of Meetings. The general meetings of the Members and all special meetings of the Members shall be held at such place (within or without the state of Kansas), date and time as may be designated by the Board of Directors or the Member or Members calling such meeting.

Section 6. Notice. General meetings of the Members held in conjunction with the Potluck Dinner or Spring Concert shall be held at the time and place for those events as set forth in the Band Aid and/or on the Rompin' Stompin' Raider Band Website. General meetings of the Members not held in conjunction with the Potluck Dinner or Spring Concert, and special meetings of the Members, shall be held upon five (5) days' written notice of the date, place, time and purpose of such a meeting posted on the Rompin' Stompin' Raider Band Website and in the band room. Such notice shall be deemed to be given at the time when email notification is posted indicating that information about such a meeting is on the website and the notice is in the band room.

Section 7. Voting. Each Member present at any meeting of the Membership shall be entitled to cast one vote on each matter coming before such meeting for decision.

ARTICLE III Board of Directors

Section 1. Powers. Unless prohibited by law, the Articles of Incorporation, or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, the Directors shall have the following powers:

- (a) Amend the Articles of Incorporation and these Bylaws from time to time.
- (b) Adopt, select and remove all the Officers and agents of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws.
- (c) Conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation, or these Bylaws.
- (d) Delegate to officers, agents and committees of the Corporation the powers to transact the business and carry out the purposes of the Corporation.
- (e) Pay reasonable compensation for services and reimbursement of reasonable expenses of all attorneys, accountants, agents, consultants and assistants, whether or not such persons are also Members, and reimburse reasonable expenses of such persons; provided, however, that Directors and Officers shall not receive any compensation for their services as Directors or Officers.
- (f) Exercise all such powers of the Corporation and do all such acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws.

Section 2. Qualifications. Each Director shall be a Member of the Corporation during his/her term of office.

Section 3. Members of Board of Directors. The Board of Directors shall be composed of (a) the President, (b) the Vice-President who is the immediate past President, if still a Member of the Corporation, (c) the Secretary, (d) the Treasurer, (e) the chairpersons of committees as may be authorized under Article V from time to time, including (f) 2 parents of students from each academic class.

Section 4. Election and Term of Office. The Directors shall be elected at the regular meeting of the Members held in conjunction with the spring concert (customarily held in May of each year), but if any such regular meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a

special meeting of Members held for that purpose as soon thereafter as conveniently may be. All Directors shall hold office until their respective successors are elected.

Section 5. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until his or her successor is elected at a regular or a special meeting of the Members. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Members fail at any regular or special meeting of Members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at the meeting, or if any Director or Directors elected shall refuse to serve. Members constituting not less than twenty percent (20%) of the Membership may call a meeting at any time to fill any vacancy or vacancies not filled by the Directors in accordance with the above procedures. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors or the Members shall have the power to elect a successor to take office when the resignation is to become effective. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if the President is absent or unable or refuses to act, by the Secretary or by any other Director, upon five (5) days' written notice of the date, place, time and purpose of such a meeting posted on the Rompin' Stompin' Raider Band Website and in the band room. Such notice shall be deemed to be given at the time when email notification is posted indicating that information about such a meeting is on the website and the notice is in the band room

Section 8. Quorum. Attendance by not less than 15 Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If there be less than a quorum present at any meeting of the Directors, a majority of those present may adjourn the meeting.

Section 9. Place of Meetings. The regular meetings of the Board of Directors and all special meetings of the Board of Directors shall be held at such place (within or without the State of Kansas), date and time as may be designated by the Director or Directors calling such meeting.

Section 10. Voting. Each Director shall have one vote.

Section 11. Resignation and Removal. Any Director may resign from the Board of Directors by written resignation, submitted to the Secretary of the Corporation. Such resignation shall be effective upon receipt by the Secretary unless some other effective date is provided therein. Any Director may be removed, with or without cause, by the vote of a majority of the total number of Directors.

ARTICLE IV Executive Committee

Section 1. Members of Executive Committee. The Executive Committee shall be composed of (a) the President, (b) the Vice President, (c) the Secretary, (d) the Treasurer.

Section 2. Powers. The Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and exercise all of the powers of the Board of Directors in the management of the affairs and business of the Corporation, including powers with respect to investments and the disbursement of funds; provided, however that unless otherwise directed by a resolution of the Board of Directors, the Executive Committee may not amend the Articles of Incorporation and these bylaws, may not change any policy or procedure of the Corporation and may not fill vacancies on the Board of Directors.

Section 3. Miscellaneous. The Executive Committee shall act by a majority decision of all its members and shall make such other rules of procedure as shall be necessary or appropriate to accomplish its goals. It shall keep full records and accounts of its proceedings and transactions.

ARTICLE V

Standing, Special and Other Committees

Section 1. Nominating Committee. The Nominating Committee shall be composed of five (5) Directors. Such persons shall be designated and appointed by the Vice President in February of each year. The Vice President shall chair the committee. It shall be the duty of this Committee to submit nominations at the general meeting of the Members held in conjunction with the spring band concert for the election of Directors and Officers of the Corporation. The individual(s) nominated for the office of President must be serving as Director(s) at the time of their nomination.

Section 2. Other Committees. The Board of Directors, by resolution, may provide for such other standing or special committees of two (2) or more Members, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. The rules regarding meetings of such committees, notice thereof and the quorum and vote required at such meetings shall be determined by each committee in a manner not inconsistent with these Bylaws or any other applicable law.

Section 3. General. Each committee shall be chaired by a Director. Each committee shall make recommendations for action to the Board of Directors, and all actions taken by any committee shall be pursuant to the direction and policy of the Board of Directors, and shall be reported to the Board of Directors at a meeting preceding such actions and shall be subject to revision, alteration and approval of the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration. Persons who are not Directors, but who are Members, may be appointed to serve on any committee of the Board of Directors in accordance with these bylaws. Any person so appointed to any committee of the Board of Directors shall be entitled to vote as a member of such committee.

ARTICLE VI Officers

Section 1. Officers. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer and such other additional officers as the Board of Directors may from time to time elect. No two offices may be held by the same individual.

Section 2. Qualifications. Each Officer shall be a Member of the Corporation.

Section 3. Election. The Officers shall be elected for a term of one (1) year by the membership at a general meeting held in conjunction with the spring band concert. Each Officer shall hold office until he or she shall resign or be removed as hereinafter provided or until his or her other successor shall be elected and shall qualify.

Section 4. Term of Office. Each Officer shall be elected for a one-year term. No Officer may be elected for more than two (2) terms of office, consecutive or not, in any one office.

Section 5. Removal. Any Officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the entire Board of Directors.

Section 6. Resignation. Any Officer may resign at any time by giving written notice to the Secretary of the Corporation. The resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. In case of a vacancy of any office because of death, resignation or any other cause, a majority of the entire Board of Directors may elect a successor to hold office for the unexpired portion of the term of the Officer whose place is being filled, until the next election of Officers.

ARTICLE VII Duties of Officers

Section 1. The President. The President shall be the chief executive and administrative officer of the Corporation, shall have general supervision of the business and finances of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall preside at all meetings of the Directors subject, however, to the right of the Directors to delegate any specific powers to any other Officer or Officers of the Corporation, except such as may be by statute exclusively conferred upon the President. The President shall perform all duties incident to the office of the President and as are given to him or her by these Bylaws, or as may from time to time be assigned to him or her by the Board of Directors. The President shall act as the duly authorized representative of the Board of Directors and of the Corporation in all matters in which the Board of Directors has not formally designated some other person to so act.

Section 2. Vice President. The Vice President shall chair the nominating committee, organize volunteers, give notice of meetings and perform such duties as shall be assigned to him or her and shall exercise such powers as may be granted to him or her by the Board of Directors or by the President of the Corporation. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President 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.

Section 3. Secretary. The Secretary shall serve as secretary of the meetings of the Board of Directors, shall record all proceedings of the meetings of the Members and Directors, shall keep books for that purpose, shall perform all duties incident to the office that are properly required by him or her by the Board of Directors or the President. The Board of Directors at any meeting may designate any of their number to act as temporary Secretary in the absence of the Secretary.

Section 4. Treasurer. The Treasurer shall have the custody of the Corporation funds, shall keep full and accurate accounts of money and disbursements and books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors and the President, at regular meetings of the Directors and of the Members, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 5. Limit on Powers. Neither the Directors nor any Officers shall have authority to do or authorize any act inconsistent with the purposes of this Corporation or the laws of the State of Kansas relating to nonprofit corporations.

ARTICLE VIII

Standing Rules

The Secretary shall accumulate a list of Standing Rules, which consist of resolutions passed by the Board of Directors, which shall govern the operation of the Corporation. The Standing Rules shall be set forth in a list and included in a separate section of the Corporate Books, along with the Corporation's Bylaws.

ARTICLE IX Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of the Corporation in all cases not provided for by the Bylaws or in the Standing Rules.

ARTICLE X Fiscal Year

The fiscal year of the Corporation shall be the period from July 1 through June 30. ARTICLE XI

Execution of Instruments. Deposits, Etc.

Section 1. Checks. 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 such Officer or Officers and in such manner as shall be determined by the Board of Directors.

Section 2. Deposits. All funds of the Corporation not otherwise employed may 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.

Section 3. Contracts. No contracts for the transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of the Corporation is or are interested in or is a member, stockholder, director, or officer of such other firm or corporation; and each and every person who may become a Director or Officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of him or herself or any other firm, association or corporation in which he or she may in any way be interested.

ARTICLE XII

Use of Corporate Property or Income

In no event shall the property or income of Corporation inure to the personal financial benefit of any Director or Officer (other than reimbursement for reasonable expenses incurred in accordance with the provisions of these Bylaws); rather, it shall be devoted exclusively to the purposes set forth in the Articles of Incorporation. Should the Corporation dissolve, any property not previously disposed of shall be

applied and distributed in the manner and for the purpose specified in the Articles of Incorporation and the laws of the State of Kansas relating to nonprofit corporations.

ARTICLE XIII Amendment of Bylaws

The Board of Directors shall have the power to make, alter, amend and repeal additional and supplemental Bylaws at any regular or special meeting of the Board of Directors subject to notice of the proposed amendment or repeal, which shall have been given to each member of the Board of Directors not less than five (5) days prior to the date of the meeting at which the same shall be acted upon. Any such amendment, to be effective, must be approved by a majority vote of the Corporation's Directors present at the meeting.

ARTICLE XIV Liability Insurance

The Corporation shall maintain general liability insurance in such amount as shall be determined by the Board of Directors so as to provide immunity from liability for volunteers of the Corporation pursuant to K.S.A. 60-3601.