

CODE OF BY-LAWS
OF
BEN DAVIS BAND BOOSTERS, INC.

ARTICLE I

Identification

Section 1.1 Name. The name of the corporation shall be Ben Davis Band Boosters, Inc. (hereinafter referred to as the “Corporation”).

Section 1.2. Resident Agent and Registered Office. The name of the Registered Agent is Jon M. Bailey, and the address of the Registered Office at which the Registered Agent may be reached is Bose McKinney & Evans, 2700 First Indiana Plaza, 135 North Pennsylvania Street, Indianapolis, Indiana, 46204. The location of the registered Agent, or both, may be changed at any time or from time to time when authorized by the Board of Directors by filing a notice of change with the Indiana Secretary of State on or before the day any such change is to take effect, or as soon as possible after the death of the Registered Agent or other unforeseen termination of the Registered Agent’s agency.

Section 1.3. Seal. The Corporation shall have no seal.

Section 1.4. Purposes. The Corporation is a public benefit corporation organized exclusively for the charitable and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, or the corresponding provisions of any future United States revenue law. As thus limited, the purposes for which the Corporation is organized are to provide support toward the advancement of the Ben Davis High School Band (the “Band”), to promote awareness of the Band programs throughout the community and promote community pride through the Band’s activities.

ARTICLE II

Membership

Section 2.1 Classes of Members; Voting Rights of Members and Procedure for Admission of Members. Membership of the Corporation shall be governed by the provisions of the Articles of Incorporation of the Corporation. There shall only be one (1) class of members. Prospective members shall fill out a membership form annually commencing at the Ben Davis Band Boosters “New Season Meeting” which is held during the month of May. The membership must be renewed annually and shall expire at the next following Ben Davis Band Boosters “New Season Meeting” at which time a new membership application must be filed for the ensuing year.

Section 2.2. Voluntary Termination of Membership. Any member of the Corporation may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect at the time specified therein, or, if not specified, immediately upon receipt by the Secretary of the Corporation.

Section 2.3. Involuntary Termination of Membership. Whenever the President or the Board of Directors shall determine that a member has failed to attend more than one meeting of members within that last year, or shall have received a complaint in writing concerning the conduct of a member which is deemed to be illegal, fraudulent, or likely to bring this Corporation into disrepute by registered mail of such complaint and required to appear before the Board of Directors. Such member shall be given an opportunity to defend against such accusation and present evidence in the member's own behalf. If, after hearing the evidence produced by either the complainant and the accused member, or the complainant alone if the accused member does not appear or ignores the notice to appear, the Board of Directors shall determine in good faith that the accused member shall forfeit membership in the Corporation. In lieu of forfeiture of such membership, the Board of Directors may place the offending member upon probation for such period of time as they deem fit and proper, during which period the offending member shall not be privileged to vote or hold office.

ARTICLE III

Meeting of Members

Section 3.1. Meeting of Members. Meetings of the Corporation shall be held at such places, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof.

Section 3.2. Annual Meetings. The annual meeting of the members for the election of directors, and for the transaction of other business as may properly come before the meeting shall be held on the first Tuesday of the twelfth month of each year, if such day is not a legal holiday, and if such day is a legal holiday, then on the next business day that is not a legal holiday. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporation action.

Section 3.3. Special Meetings. Special meeting of the members of the Corporation may be called by the President or by written petition signed by at least one-tenth (1/10th) of all the members of the Corporation. The resolution or petition shall be presented to the President or Secretary of the Corporation and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 3.4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of the members, and, in the case of special meetings, the purpose for

which any such meeting is called, shall be delivered by communicating in person, mail or other method of delivery, or other electronic means capable of verification, by the Secretary of the Corporation, or by the officer or persons calling the meeting, to each member of the Corporation at the address for such member which appears on the records of the Corporation, at least ten (10) days before the date of such meeting.

Section 3.5. 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 purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 3.6. Quorum. The majority of the members of the Corporation present and voting shall constitute a quorum for all purposes at any meeting of the members of the Corporation, and the act of the majority of the members present in person and voting at any meeting shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws.

Section 3.7. Action Without a Meeting. Any action which may be taken at a meeting of the members of the Corporation may be taken without a meeting if, prior to such action, written consents thereto are signed by at least eighty percent (80.0%) of the members of the Corporation and such written consents are filed with the minutes of the proceedings of the Corporation.

ARTICLE IV

Board of Directors

Section 4.1. Composition and Duties. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be eleven (11), seven (7) of which shall be voting directors elected by the members and four (4) of which shall be non-voting, *ex officio* directors. The Board of Directors shall consist of the Officers and members set forth in Article V below.

Section 4.2. Qualifications of Directors. Voting members of the Board of Directors shall be elected from the members of the Corporation and by the members of the Corporation. Non-voting, *ex officio* members of the Board of Directors shall be the four (4) Band Directors.

Section 4.3. Election and Terms of Office. The initial voting members of the Board of Directors shall serve until the first annual meeting of the members of the Corporation, and until their respective successors are elected and qualified. The voting members of the Board of Directors shall thereafter be elected to serve for terms of one (1) year and until their respective successors are elected and qualified. No voting member of the Board of Directors may serve more than five (5) consecutive terms. Each non-voting,

ex officio member shall serve for so long as such person continues to be employed as a Band Director.

Section 4.4. Vacancies. Any vacancy of a voting member of the Board of Directors may be filled by the remaining voting directors. Any director so elected shall hold office for the unexpired term of the vacancy. Any vacancy of a non-voting, *ex officio* director shall be automatically filled by such person's replacement as Band Director.

Section 4.5. Resignation and Removal of Directors. Any director may resign at any time. A resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation shall not be necessary to make it effective. Any or all voting members of the Board of Directors of the Corporation may be removed any time with or without cause by a vote of the majority of all the members of the Corporation then entitled to vote at an election of the directors, at any meeting called expressly for that purpose.

Section 4.6. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at the place where such meeting of the members was held. This meeting shall be held for the purpose of organizing the board and for consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 4.7. Regular Meetings. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board of Directors to such effect. The Secretary shall give notice of the regular meeting of the Board to each director by communicating in person, mail or other method of delivery, or other electronic means capable of verification at least three (3) days prior to the date of the meeting.

Section 4.8. Special Meetings. Special meeting of the Board of Directors may be held upon the call of the President or of a majority of the members of the Board. Persons calling such meeting shall give written notice thereof to the Secretary of the Corporation who shall, at three (3) days prior to the date of such meeting, give notice to all members of the Board of Directors by communicating in person, mail or other method of delivery, or other electronic means capable of verification. The notice of such meeting shall state the purpose of which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the notice.

Section 4.9. Waiver of Notice. Notice of any meeting may be waived in writing by a director if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.

Section 4.10. Quorum. The presence of a majority of the voting directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the

majority of the voting directors present at any meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by statute or these By-Laws.

Section 4.11. Action Without Meeting. Any such action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, written consents setting forth the action to be so taken shall be signed by all voting members of the Board of Directors and such written consents shall be filed with the minutes of the proceedings of the Corporation.

Section 4.12. Compensation. The directors shall not receive any compensation for acting in such capacity but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

ARTICLE V

Officers

Section 5.1. Election. The election of officers shall be held each year pursuant to call and notice to the membership at its regularly scheduled December meeting. If the nominations are delayed, elections may be held either in the regularly scheduled December meeting, or at a specially called meeting if the circumstances warrant, but not later than December 15. Newly elected officers shall shadow their respective current officeholder until their assumption of office the following January.

Section 5.2. Qualifications for Office. All officers must be members of the Corporation pursuant to the Articles of Incorporation for the entire term of office.

Section 5.3. Officers of the Corporation. The Officers of the Corporation shall be President, two (2) Vice President 1 offices known as VP1s, two (2) Vice President 2 offices, known as VP2s, Secretary and Treasurer. The Officers of the Corporation shall provide routine updates to the President and at the meetings of the Board of Directors concerning operations within his or her scope of responsibility. The Officers will also apprise the President of any unusual or non-routine situations in which the President or other Board of Directors should be made aware. The Officers shall consult with the President and/or Board of Directors when major decisions affecting the Corporation need to be made.

Section 5.4. Removal. Any other officer may be removed from office, with or without cause, by the vote of a majority of the directors present and voting at a meeting of the Board of Directors called expressly for that purpose. The remaining Board members shall appoint a qualified member to temporarily fill such vacancy until the Corporation's next regular election.

Section 5.5 President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties that may be prescribed by the Board of Directors from time to time. The President may, in the absence of the Vice President or Treasurer, perform all duties incident to such offices.

Section 5.6. Vice Presidents. (a) In the absence of the President or in the event of the President's inability or refusal to act, the first Vice President 1 (VP1) to have been elected 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. If the first VP1 to have been elected shall also be unable or refuses to act, the remaining Vice Presidents shall perform the President's function in the order of their election.

(b) The two (2) Vice President 1 (VP1) officers shall among other things, work together and be responsible for parking at IMS, ORP, and State Fair; attend all meetings at IMS, ORP and State Fair; coordinate all work at St. Christopher's Church; and, coordinate efforts with VP2 (Fair Share) to provide information relevant to fair share.

(c) The Vice President 2 (VP2) receiving the most votes shall choose which VP2 position he or she wishes to perform. The remaining Vice President 2 shall perform the remaining VP2 position. The two VP2 positions are:

(i) the responsibility for and be in charge of Fair Share; track all payments made owed toward fair share; work with collection agency to collect past due accounts; and, coordinate with Travel Agency on trips including but not limited to the Hawaii trip.

(ii) the responsibility for and be in charge of concession stands, including but not limited to the Invitational, Semi-State, and Craft Show; and, be responsible for purchasing product at Sam's Club or such other vendor for all events.

(d) The Vice President(s) shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the event that the Board of Directors elects more than one Vice President, their right to act during the absence or disability of the President shall be in the order of their election

Section 5.7. Treasurer. The Treasurer's duties shall include the following: (i) keeping correct and complete records of account which show at all times the actual financial condition of the Corporation; (ii) serving as the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation; (iii) providing a statement of the financial condition of the Corporation at the regular meeting of the members of the Corporation; (iv) preparing and timely filing on behalf of the Corporation ~~and~~ its Annual Non-Profit Corporation Report and such other reports and returns as may be required from time to time to maintain the Corporation in good standing under the laws of the State of Indiana; and (v) preparing and timely filing on behalf of the Corporation any annual federal or state income tax

returns as may be required from time to time to establish and maintain the exempt status of the Corporation for purposes of federal and state income taxation.

Section 5.8. Secretary. The Secretary's duties shall include the following: (i) attending all meetings of the members of the Board of Directors and keeping, or causing to be kept, in a book provided for that purpose, a true record of the proceedings of such meetings, and performing a like duty for all committees appointed by the Board of Directors, when required; (ii) giving all notices of the Corporation required to be served in accordance with the provisions of these By-Laws or as required by law; (iii) keeping a list of the members of the Corporation and their respective post office addresses and email addresses; (iv) in general, performing all duties incident to the office of Secretary.

Section 5.9. Assistant Officers. Such assistant officers as the Board of Directors shall from time to time designate and elect shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them such other powers and duties as the Code of By-Laws or the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence or disability of the Secretary, attest to the execution by the Corporation of all documents.

Section 5.10 Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officers to any other officer or to any director, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VI

Miscellaneous

Section 6.1 Execution of Contracts and Other Documents. All contract and agreements entered into by the Corporation and all checks, drafts, and bills of exchange, and orders for the payment of money shall, in the conduct of the ordinary course of business of the Corporation, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by the President and Vice President. Any of the documents heretofore mentioned in this section for use outside of the ordinary course of business of the Corporation, or any deed, mortgages, notes or bonds of the Corporation, shall be executed by and require the signature of the President and any Vice President, jointly unless otherwise directed by the Board of Directors of the Corporation or unless otherwise required by law.

Section 6.2. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 6.3. Deposits. All monies of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institution or financial institutions as shall be determined by the Board of Directors.

Section 6.4. Code of By-Laws. The power to make, alter, amend or repeal this Code of By-Laws of the Corporation providing for the internal regulation and conduct of the affairs of the Corporation shall be vested in the Board of Directors. This Code of By-Laws may be amended by an affirmative vote of a majority of the Board of Directors of the Corporation present and voting at a duly scheduled meeting.

Dated: _____

Attest:

Carrie Eakes, Secretary