

FIRST AMENDMENT TO THE BY-LAWS

OF

THE LINCOLN HIGH SCHOOL BANDPARENTS ASSOCIATION

ARTICLE ONE - NAME, INCORPORATION AND AFFILIATION

- 1.1 Name.** The name of this non-profit corporation is THE LINCOLN HIGH SCHOOL BANDPARENTS ASSOCIATION, hereinafter “the Corporation.”
- 1.2 Incorporation.**
- 1.2.1 Date of Incorporation.** The Corporation was incorporated on August 23, 2000.
- 1.2.2 Basis of Incorporation.** The Corporation was incorporated under the South Dakota Nonprofit Corporation Act.
- 1.2.3 Date of Amendment.** The Corporation’s Articles of Incorporation were amended on November 26, 2001.
- 1.3 Registered Office.** The registered office of the Corporation shall be located at P.O. Box 964, 600 S. Main Avenue, Ste 102, Sioux Falls, Minnehaha County, South Dakota.
- 1.4 Fiscal Year.** The Fiscal Year of the Corporation shall be June 1st through May 31st.

ARTICLE TWO - GENERAL

- 2.1 Purpose Statement.** This non-profit corporation exists to support all activities of the band program at Lincoln High School to include educational trips, exchange programs, competitions, concerts, provide chaperoning, support fundraising efforts and promote the Lincoln High School bands throughout the year.

ARTICLE THREE - LIMITATIONS ON CORPORATE AUTHORITY

- 3.1 Distributions to Exempt Organizations.** The Corporation, being organized exclusively for education purposes, may make distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code.
- 3.2 No Distributions to Private Persons.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Two.

3.3 Prohibited Activities. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE FOUR - MEMBERS

4.1 Members. The members of the Corporation shall be the parents/guardians of students currently enrolled in the Lincoln High School band program. Each student's parents/guardians shall be entitled to one vote for each student in the Lincoln High School Band Program.

ARTICLE FIVE – BOARD OF DIRECTORS

5.1 Existence of the Board of Directors. The Corporation at all times shall have a Board of Directors and the responsibilities and privileges of the Board of Directors shall be as set forth in this Article Five.

5.2 Responsibilities of the Board of Directors. The Directors shall be responsible for overseeing the resources of the Corporation and for guiding the activities of the Corporation.

5.3 Privileges of the Board of Directors. The Directors shall have all of the powers necessary to direct and manage the affairs of the Corporation as are allowed by law.

5.4 Number of Directors. The Board of Directors shall determine the number of Directors of the Corporation. Directors must be a parent of a current student in the Lincoln High School band program. The number shall consist of no less than five (5) Directors.

5.5 Election of the Board of Directors. A person shall become a Director if one or more of the members nominates such person to be a Director and such person is elected by a majority vote of the members at the Annual Meeting of the Members. The Directors shall serve a term of three years with staggered terms for different positions. Directors may serve consecutive terms by a majority vote of the members at the Annual Meeting of the Members.

5.6 Business Meetings of the Board of Directors.

5.6.1 Holding of Business Meetings.

5.6.1.1 Annual Meetings of the Members. The Board of Directors shall conduct an Annual Meeting of the Members once each fiscal year in the month of May. Notice of the date and location of such meeting shall be given by any of the Corporation's officers to all members by email seven days prior to such meeting. The President shall have the power to set the dates for the Annual Meeting of the Members.

- 5.6.1.2 Board of Directors Meetings.** The Board of Directors shall conduct Directors' meetings once a month during the school year and other times as needed. The President shall have the power to set the dates for the Board of Directors' Meetings.
- 5.6.1.3 Special Meetings.** The Board of Directors shall conduct such other special meetings as reasonably may be necessary to oversee the resources of the Corporation. The President shall have the power to set dates for special meetings of the Members or Board of Directors.
- 5.6.2 Location of Meetings.** All meetings of the members shall take place in Sioux Falls, South Dakota. All meetings of the Board of Directors shall take place in Sioux Falls, South Dakota. The Directors may waive this location provision if, prior to or at the time of the meeting, the Directors, by unanimous affirmative vote of all of the Directors, regardless of attendance at the meeting, agree to some other location.
- 5.6.3 Notice of Meetings.** The President calling a meeting of the Members shall give actual notice of the place, the date, the time and the purpose of the meeting to all Members and band directors. The notice shall be given by email no fewer than seven calendar days before the date of the meeting. The President calling a monthly meeting of the Board of Directors shall give notice of the place, date, time and purpose of the meeting to all Directors and band directors. The Directors may waive this notice provision for a meeting if, prior to or at the time of the meeting, the Directors, by unanimous affirmative vote of all of the Directors, regardless of attendance at the meeting, determine to waive the notice provision.
- 5.6.4 Quorum at Directors Meetings.** The Board of Directors may conduct a meeting of the Directors if more than fifty percent (50%) of the Directors are present at the meeting. The Directors may not conduct a business meeting of the Directors if fifty percent (50%) or fewer of the Directors are present at the meeting.
- 5.6.5 Chairperson of Meetings.** The President shall preside at all meetings of Members and Directors. If the President is not present at the meeting, then the meeting shall be presided over by the Vice President.
- 5.6.6 Voting at Meetings.** All voting at Members' or Directors' meetings shall be by majority vote, unless otherwise provided in this Article Five. A majority shall require an affirmative vote of fifty percent (50%) or more of the members at member meetings and fifty percent (50%) or more of the Directors present at a meeting of the Board of Directors. No proxy or absentee voting is permitted.
- 5.6.7 Minutes of Meetings.** Minutes of all meetings shall be prepared by the Secretary and accessible for all members within a reasonable time following the meeting.

- 5.6.8 Rules.** The Board of Directors may prescribe reasonable rules for the conduct of all meetings of the Boards of Directors and Members, and, in absence of such rules, Robert's Rules of Order shall be use.
- 5.7 Removal of Directors.** The Board of Directors, by majority vote following procedures that they may adopt, may remove a person from the office of Director. The removal of the person from the office of Director shall be effective at the same time of the majority vote of the Board of Directors. In such event, the person thereafter shall not be or serve as a Director.
- 5.8 No Compensation of Directors.** No Director shall be compensated for serving as a Director.

ARTICLE SIX - CORPORATION OFFICERS AND OTHER POSITIONS

- 6.1 Officers and Committees.** The Board of Directors shall elect officers by majority vote at its regular monthly meeting in the month of May. The Board of Directors may serve as officers of the Corporation. For corporate legal purposes, the officers shall consist of a President, Past President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer and Individual Student Account (ISA) Treasurer. The President and Band Directors will serve as ex-officio members of all committees.
- 6.2 Duties.**
- 6.2.1** All Officers designated by the Board of Directors shall be eligible to sign legal contracts.
- 6.2.2** President: The President shall function as the head of the Corporation.
- 6.2.3** Past President: The Past President shall perform duties as the Board of Directors or President may direct.
- 6.2.4** First Vice President: The First Vice President shall perform all the duties of the President in his or her absence and shall perform other duties as the Board of Directors or President may direct.
- 6.2.5** Second Vice President: The Second Vice President shall serve as the Chairperson for the Roadie Committee and perform all the duties associated with such committee.
- 6.2.6** Third Vice President: The Third Vice President shall serve as the Chairperson for the Chaperone Committee and perform all the duties associated with such committee.

- 6.2.7 Secretary:** The Secretary shall maintain a record of all official acts of the Board of Directors and shall perform other duties as the Board of Directors or President may direct. The Secretary shall prepare and make available to all members copies of minutes of all Members' and Directors' meetings.
- 6.2.8 Treasurer:** The Treasurer shall have charge of all funds of the Corporation and shall monitor the standards for the establishment and maintenance of financial records. The Treasurer shall provide a written year-end financial report to the Sioux Falls School District. The Treasurer shall make available to all members a written financial report as requested.
- 6.2.9 Individual Student Account (ISA) Treasurer:** The ISA Treasurer shall have charge of all student funds and shall monitor the standards for the establishment and maintenance of financial records for all students. The ISA Treasurer shall email a student financial statement to all students and parents on a quarterly basis.
- 6.3 Committees.** The Board of Directors, by majority vote, shall have the power to create and dissolve committees and appoint chairpersons of such committees as the Board of Directors deem necessary.
- 6.4 Voting.** Each Officer shall be entitled to one vote. If the officer position is held by more than one person, the position is entitled to one vote.
- 6.5 Vacancies.** The Board of Directors shall fill any vacancies by majority vote of the remaining members thereof at a special meeting of said Board of Directors. Any officer or committee person so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the officer he/she succeeds.
- 6.6 Budget Committee.** The Board of Directors shall constitute the Budget Committee with the President as Chairperson. The budget shall be made accessible for all members each month following the Board of Directors meeting in which the budget is adopted.
- 6.7 Nominating Committee.** The Board of Directors shall constitute the Nominating Committee. Nominations may be made from the floor after the report of the Nominating Committee.

ARTICLE SEVEN - DISSOLUTION

- 7.1 Right to Dissolve.** The Board of Directors of the Corporation, by majority affirmative vote, may dissolve the Corporation.
- 7.2 Disposition of Property Upon Dissolution.** If the Corporation dissolves or ceases to function as a Corporation, then, after the satisfaction of all obligations, debts and liabilities of the Corporation, all of the assets of the Corporation, including its personal and real property, appurtenances and effects, shall inure to the benefit of a corporate

entity that qualifies as an exempt organization under §501(c)(3) of the Internal Revenue Code.

ARTICLE EIGHT - AMENDMENTS

8.1 Right to Amend. The Board of Directors of this Corporation may amend these By-Laws at any time with approval of a majority vote of the members present at any regular annual meeting of the Corporation's members.

This First Amendment to the By-Laws of The Lincoln High School Band Parents Association was adopted by the Board of Directors this ____ day of May, 2022 and approved by the members at the regular annual meeting of the Corporation's members held on the ____ day of May, 2022.

Jason Ratliff
President/Director

Jesse or Lissa Murawski
Past President/Director

Maria Ratliff
Interim Vice President/Director

Wendy Bergan
Treasurer/Director

Kristina Schaeffer
ISA Treasurer/Director

Andrea Carlson
Secretary/Director