

**BY-LAWS OF THE KNIGHTS
BAND BOOSTERS, INC., DOING BUSINESS
AS (DBA) LINCOLN SOUTHEAST BAND
BOOSTERS,
A NON-PROFIT CORPORATION**

PURPOSE AND SCOPE

The organization of a non-profit corporation for the purpose of supporting the Lincoln Southeast High School Band program

**ARTICLE I
OFFICES**

LOCATION

1.01 The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, Lancaster County.

**ARTICLE II
MEMBERS**

Class of Members

2.01 The corporation shall have one class of member. A member shall consist of one individual. Family members shall register as separate individuals. Each member shall have one vote. Members in good standing will be voting members.

Members

2.02 Membership is open to individual parents or guardians of students currently enrolled in the Lincoln Southeast High School band program.

Voting Rights

2.03 Each member in good standing shall be eligible to vote on each matter submitted to a vote by the organization.

Termination of Membership

2.04 Membership of the parent or guardian is automatically terminated upon graduation of the student from Lincoln Southeast High School or withdrawal from the band program.

Resignation

2.05 Any member may resign by filing a written resignation with the Secretary.

Reinstatement

2.06 Upon written request signed by a former member and filed with the Secretary, the Officers may, by the affirmative vote of two-thirds of the members of the Officers, reinstate such former members to the membership on such terms as the Officers may deem appropriate.

Transfer of Membership

2.07 Membership is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Monthly Meeting(s)

3.01 A meeting of the members shall be held the first Tuesday evening of each calendar month beginning at 7:00 p.m., unless otherwise designated by the Executive Board. Members will be notified one week prior to each meeting of the location. Monthly meeting shall be held to conduct the organizational and financial business of the organization.

Annual Meeting

3.02 An annual meeting of the members shall be on the first Tuesday of April in each calendar year at 7:00 p.m., for the purpose of electing Officers. If the election of Officers shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Officers of the Executive Board shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.03 Special meetings may be called by the President and a member of the Executive Board or not less than one-tenth of their voting members.

Notice of Meetings

3.04 Written, verbal or electronic notice stating the place, day and time of any meeting of members shall be delivered, either personally, electronically or by mail, to each member entitled to vote at such meeting, not less than seven days before the date of such meeting, by or at the direction of the President, or Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these BY-LAWS, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered

when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage prepaid.

Quorum

3.05 The members present shall constitute a quorum for the transaction of business in any regular meeting.

Proxies

3.06 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless provided in the proxy.

Voting by Mail

3.07 Where officers are to be elected by members of any class or classes of members such election may be conducted by mail or electronically in such a manner as the Officers shall determine.

3.08 Vote for Officers shall be a majority quorum vote of membership at electoral meeting.

ARTICLE IV OFFICERS

General Powers

4.01 The elected officers (President, Vice President, Secretary, Treasurer) should not be a school district employee working in the District Office administration or at Lincoln Southeast High School.

Maximum Tenure

4.02 The maximum term for officers including President, Vice President, Treasurer, and Secretary shall be two consecutive years unless modified by a majority vote of the booster members present at the designated meeting.

Removal

4.03 Any officer elected or appointed may be removed by the Executive Board or band booster majority whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Vacancies

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Officers for the unexpired portion of the term.

President

4.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Officers. He or she may sign, with the Secretary and any other proper officer of the corporation authorized by the officers, and deeds, mortgages, bonds, contracts or other instruments which the officers have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the officers or by these BY-LAWS or by statute to some other officer or agent of the corporation; in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the officers from time to time.

Vice President

4.06 In the absence of the President or in the event of his/her 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or officers.

Treasurer

4.07 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and for receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys due and payable to the corporation in such bank[s] trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these BY-LAWS and in general perform all the duties incident to the office of Treasurer, including disbursement of funds, and such other duties as from time to time may be assigned to him by the President or by the officers.

Secretary

4.08 The Secretary shall keep the minutes of the meetings of the members and of the officers in one or more books provided for that purpose; for all notices in accordance with the provisions of these BY-LAWS or as required by law; be the custodian of the corporate records. The Secretary shall keep a register of the post-office address of each member as furnished to the Secretary by the Lincoln Public School District; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by

the President or officers.

ARTICLE VI COMMITTEES

Committees

5.01 The officers, by resolution adopted by a majority of officers in office, may designate and appoint one or more committees, each of which shall consist of a chairperson and a designated number of committee members. No such committee shall have the authority of the officers in reference to amending, altering or repealing the BY-LAWS; electing, appointing or removing any member of any such committee or any officer of the corporation; amending the articles of incorporation; adopting a plan of mergers or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange of mortgages or all or substantially all of the property and assets of the corporation; or amending, altering or repealing any resolutions of the officers, which by its terms provides that it shall not be amended, altered or repealed by such committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the officers, or any individual officer, of any responsibility imposed on it or him/her by law.

Other Committees

5.02 Other committees not having and exercising the authority of the officers in the management of the corporation may be designated by a resolution adopted by a majority of the officers present at a meeting which a quorum is present. Except as otherwise provided in such resolutions, members of such committees shall be members of the corporation, associate members and business members and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Terms of Office

5.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be terminated, or unless such member is removed from such committees, or unless such members shall cease as a member thereof.

Chairman

5.04 The person or persons authorized to appoint the members thereof shall

appoint one member of each committee as chairman.

Vacancies

5.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

5.06 Unless otherwise provided in the resolution of the officers designating a committee, a majority of the whole committees shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall constitute a quorum and the act of a majority of the members present at a meeting which a quorum is present shall be the act of the committee.

Rules

5.07 Each committee may adopt rules for its own government consistent with these BY-LAWS or with rules adopted by the officers.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Checking Account

6.01 A checking account will be established at a financial institution[s] selected by the officers. This checking account shall be titled "Knights Band Boosters Corp., Doing Business As (hereinafter DBA) LSE Band or Lincoln Southeast Band."

Checks and Drafts

6.02 The officers may authorize any officer or officers, agent of corporation to enter into any contract executed and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation with the co-signature of the treasurer.

Deposits

6.03 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 officers select. Officers, members or other designees of the corporation shall not accept gifts, gratuities, or other benefits for personal enrichment.

Gifts

6.04 The officers may accept on behalf of the corporation any contribution, gift,

bequest or devise for the general purpose or for any special purposes of the corporation.

Funds Disbursement

6.05 Bills for services, products and reimbursement will be submitted at the next regularly scheduled booster meeting for payment. Under special circumstances approved by the Board, an authorization for the expenditure of funds may be approved by a majority vote of the Board, and funds disbursed before the next regularly scheduled monthly meeting. The President may authorize expenditures of \$100.00 or less without approval of Board majority, not to exceed a maximum of \$1,200.00 per fiscal year. Expenditures greater than \$100.00 per month, \$1,200.00 annual, must be approved by the Board.

ARTICLE VII

Transparency and Accountability

Disclosure of Financial Information With the General Public

Purpose

7.01 By making full and accurate information about its mission, activities, finances, and government publicly available, Knights Band Boosters Corp. practices and encourages transparency and accountability to general public. This policy will:

- (a) Indicate which documents and material produced by the corporation are presumptively open to staff and/or public
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or public
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

Financial and IRS Documents

7.02 Knights Band Boosters Corp. shall provide the Internal Revenue forms 990, 990-T, 1023 and 5227, BY-LAWS, and treasurers report to the general public for inspection free of charge. The treasurer shall fill all appropriate tax forms with the Internal Revenue Service by the designated tax filing date[s].

Means and Conditions of Disclosure

7.03 Knights Band Boosters Corp. shall make “Widely Available” the aforementioned documents on its internet website: <http://www.lseband.org> to be viewed and inspected by the public.

(a) Documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) Knights Band Boosters Corp. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Knights Band Boosters Corp. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven days for mailed requests.

IRS Annual Information Returns (Form 990)

7.04 Knights Band Booster Corp. shall submit the Form 990 to its officers prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each of the officer’s via (hard copy or e-mail) at least 10 days before the Form 990 is filed with the IRS.

Officers

7.05 (a) All Knights Band Booster Corp. deliberations shall be open to the public except where the officers pass a motion to make any specific portion confidential.

(b) All Knights Band Booster Corp. minutes shall be open to the public once accepted by the officers, except where the officers pass a motion to make any specific portion confidential.

(c) All papers and materials considered by the officers shall be open to the public following the meeting at which they are considered, except where the officers pass a motion to make any specific paper or material confidential.

(d) All officers of the Knights Band Boosters Corp. shall insure that all financial

responsibilities required by law are adhered to.

(e) Knights Band Boosters Corp. officers shall provide sufficient oversight to insure that the treasury meets all corporate, Federal, State and local financial requirements.

(f) Knights Band Boosters Corp. is a NON-PROFIT organization. No officer, agent, committee person, or other acting in an official capacity of the Knights Band Boosters Corp. shall not receive financially, in kind or other compensable benefits from the Knights Band Boosters Corp. or vendors. Officers, agents, committee persons or others acting in an official capacity of the Knights Band Boosters Corp. shall be entitled to reimbursement for approved expenses incurred on behalf of the Knights Band Booster Corp. Knights Band Boosters Corp. shall not give any financial benefit to students, sponsors, band directors, Lincoln Public School employees without the prior written approval of the Lincoln Southeast High School principal.

(g) Knights Band Boosters Corp. funds shall be used for the tax exempt purposes of the organization.

Staff Records

7.06 (a) All staff records shall be available for inspection by the staff member concerned or by legal representatives.

(b) No staff records shall be made available to a person outside of the corporation except authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that;

(d) Staff records shall be made available to the officers upon request.

Donor Records

7.07 (a) All donor records shall be available for inspection by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those

with managerial or personnel responsibilities for dealing with those donors, except that;

(d) Donor records shall be made available to the officers when requested.

Books and Records

7.08 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, officers and committees having any of the authority of the officers and a record giving the names and address of the members entitled to vote and provide same for inspection on five days' written notice at the registered or principal office.

7.09 An annual audit of the organizations' financial records shall be conducted prior to the end of each term of officers by an outside audit as designated by the Executive Board.

ARTICLE VII

ACTIVITY YEAR

8.01 The fiscal year of the corporation shall begin July 1 with the newly elected executive board and conclude June 30.

ARTICLE XI

AMENDMENT OF BY-LAWS

9.01 These BY-LAWS may be altered, amended or repealed and new BY-LAWS may be accepted by a 2/3 vote of the members present at any regular meeting or at any special meeting, if at least two weeks' written notice is given of an intention to alter, amend or repeal these BY-LAWS or to adopt new BYLAWS at such meeting.

ARTICLE X

CODE OF ETHICS

Purpose

10.01 Knights Band Boosters Corp. requires and encourages officers and members to observe and practice a high degree of business standards and personal ethics in the conduct of their duties and responsibilities. The officers and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Knights Boosters Corp. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Reporting Violations

10.02 If any officer, member, committee chairman, a committee person believes that some policy, practice, or activity of the Knights Band Boosters Corp. is in violation of law, a written complaint must be filed by that person with the vice president.

Acting in Good Faith

10.03 Anyone filing a complaint concerning a violation or suspected violation of the BY-LAWS must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the By Laws. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as serious disciplinary offense.

10.04 Knights Band Boosters Corp. shall not retaliate against any officer, member, committee chairman, or committee person who in good faith, has made a protest or raised a complaint against some practice of Knights Band Boosters Corp. or of another individual or entity with whom Knights Band Boosters Corp. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

CERTIFICATION OF ADOPTION OF ARTICLES OF INCORPORATION

I do hereby certify that the above stated BY-LAWS of the Knights Band Booster Corp. were approved by the Knights Band Booster Corp. Officers on the _____ day of _____, 2014 and constitute a complete copy of the BY-LAWS of the corporation.

Secretary _____

Date _____