

**HENRY CLAY HIGH SCHOOL BAND BOOSTERS, INC.
(Henry Clay High School, Lexington, Kentucky)**

Bylaws –Amended May 17, 2010

ARTICLE I – NAME

Section 1.1 Name. The name of this Booster organization shall be the Henry Clay High School Band Boosters, Inc. (hereafter referred to as the “Corporation”).

ARTICLE II - OFFICES

Section 2.1 Principal Office. The principal office of the Corporation shall be Henry Clay High School, Lexington, Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business or the Corporation may require from time to time.

Section 2.2 Registered Office and Registered Agent. The Corporation shall maintain a registered agent and office in the Commonwealth of Kentucky. The registered agent and office shall be designated by the Board of Directors.

ARTICLE III – PURPOSE

Section 3.1 Purpose. The Corporation shall be operated as a nonprofit charitable corporation exclusively to: a) promote and maintain enthusiasm for the Henry Clay High School Band (hereafter referred to as the “Band”); and b) provide financial support to the activities of the Band. The Corporation shall not direct the teaching activities of the Band program.

ARTICLE IV – MEMBERSHIP

Section 4.1 Members. Members shall consist of three classes:

a) **Regular Members.** The parents and legal guardians of students participating in the Band will be considered Regular Members. Regular membership enables a member to participate as a member of a Standing Committee, to hold an office or position on the Board of Directors, and to vote on all issues brought before the Corporation;

b) **Alumni Members.** The parents and legal guardians who were previously qualified as Regular Members, and who left in good standing, will be considered Alumni Members. Alumni membership entitles a member to participate as a member of a Standing Committee. Alumni membership also qualifies a member to be appointed to a position on the Board of Directors as an Alumni Representative, and in this capacity to vote on all issues brought before the Board of Directors; and

c) **Associate Members.** Persons interested in supporting the Band and furthering the interests of the Band, but who do not have and never had a student participating in the Band, will

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be considered Associate Members. Associate membership entitles a member to participate as a member of a Standing Committee and to attend meetings of the Corporation. An Associate Member cannot vote on issues brought before the Corporation, or hold an office or a position on the Board of Directors.

Section 4.2 Dues and Fees. Dues and fees for membership may be established by resolution of the Board of Directors.

Section 4.3 Term of Membership. The term of membership shall be for one year from June 1 through May 31 of the following year. Each membership shall be renewable annually.

Section 4.4 Authority of the Membership. The government of the Corporation shall be vested in the voting membership.

Section 4.5 Regular and Special Membership Meetings. A regular meeting of the Corporation membership may be held on the third Monday of each month. Special meetings of the membership may be called by or at the request of the President or the Band Director, or the majority of the membership. Notice of a special meeting shall be given at least two days in advance of the meeting, in any manner reasonably calculated to inform the members of the meeting, including regular mail, electronic mail or telephone. All regular and special meetings of the Corporation shall be held at the Henry Clay High School or at other locations as determined by the President. The Board of Directors may change, by resolution, the date and time for any regular meeting without notice other than such resolution.

Section 4.6 Annual Membership Meeting. An annual membership meeting shall be held on the regular meeting date in April of each year. The time and place of the annual meeting shall be announced at the regular March meeting of the membership. At the annual meeting, any reports for the year may be made to the membership. The last item of business at the annual meeting shall be the election of the Officers.

Section 4.7 Quorum and Voting. Ten percent of the voting membership shall constitute a quorum for the purpose of transacting any business of the Corporation at a regular or special meeting. Assuming a quorum is present, and unless a different requirement is set forth in these bylaws, a simple majority of all votes cast shall be sufficient to authorize any action.

ARTICLE V – OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be the President, Vice President, Treasurer, Co-Treasurer, Associate Treasurer, Recording Secretary, and Communications Secretary. The same individual may not simultaneously hold more than one office. However, two individuals may share a single Officer's position.

Section 5.2 Qualifications and Term of Office. Every Officer shall be qualified as a Regular Member in the Corporation. The term of office for all Officers shall be one year from June 1 through May 31 of the following year.

Section 5.3 Training. All Officers shall complete an online training course within thirty days of

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assuming their respective offices. The IRS recommended course is located at <http://www.stayexempt.org>. The course shall be completed in its entirety, and each Officer shall submit a copy of his or her course certificate to the Recording Secretary for inclusion in the Corporation's permanent records.

Section 5.4 Resignation of Officer. Any Officer may resign at any time by giving notice in writing or via electronic mail to the Board of Directors, the President or the Recording Secretary of the Corporation. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Board of Directors which takes place following the resignation's receipt by the Board of Directors, or by the President or the Recording Secretary of the Corporation.

Section 5.5 Removal from Office. Any Officer may be removed from office for good cause, including but not limited to neglect of office, incapacity, or misconduct, by a vote of two-thirds of the entire membership of the Board of Directors, excluding the Officer whose removal is under consideration.

Section 5.6 Vacancies. In the event of a vacancy in the office of President, the Vice President shall immediately assume the office. If a vacancy occurs prior to the completion of the term of office of any Officer other than the President, the vacant position shall be filled by majority vote of the Board of Directors at a regular or special meeting.

Section 5.7 Duties of Officers.

a) **President.** The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Corporation membership and of the Board of Directors, and shall have general supervision over the affairs of the Corporation, subject to the direction and control of the Board of Directors and the membership. The President shall have such other duties as set forth in these bylaws or as may be assigned from time to time by the Board of Directors.

b) **Vice President.** The Vice President shall perform all duties of the President when the President is absent and, when so acting, shall have all powers assigned to the President. The Vice President shall have such other duties as set forth in these bylaws or as may be assigned from time to time by the President or Board of Directors. The Vice President shall automatically assume the role of President in the year following the term of office as Vice President.

c) **Treasurer.** The Treasurer or designee shall collect all funds of the Corporation and shall deposit the same in the name of the Corporation in a bank or banks designated by the Board of Directors. The Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by the Corporation. The Treasurer shall be responsible for the collection of revenues. The Corporation's book of accounts shall be reviewed by a person or persons other than the Treasurer at the end of each fiscal year, and the Treasurer shall submit any audit report to the Board of Directors at its first meeting each fiscal year. The Treasurer shall sign all checks on behalf of the Corporation and shall ensure that all checks are supported by appropriate documentation. The Treasurer will be responsible for filing the annual

tax returns, the Annual Report with the Kentucky Secretary of State, and any other related financial filing. The Treasurer shall cooperate with the Budget and Finance Committee in administering the annual budget and shall perform such other duties as are incidental to the office of Treasurer, or which are set forth in these bylaws, or as may be assigned from time to time by the President or the Board of Directors.

d) **Co-Treasurer.** The Co-Treasurer shall handle all financial and reporting activities of the Corporation relating to the Corporation's Bingo activities, and shall serve as the Bingo liaison to the state office which regulates charitable gaming. The Co-Treasurer or designee shall collect all funds of the Corporation's Bingo activities and shall deposit the same in the name of the Corporation in a bank or banks designated by the Board of Directors. The Co-Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by the Corporation's Bingo activities. The Co-Treasurer shall be responsible for the collection of revenues earned by the Bingo activities. The Corporation's Bingo book of accounts shall be reviewed by a person or persons other than the Co-Treasurer at the end of each fiscal year, and the Co-Treasurer shall submit any audit report to the Board of Directors at its first meeting each fiscal year. The Co-Treasurer shall sign all Bingo-related checks on behalf of the Corporation and shall ensure that all checks are supported by appropriate documentation. The Co-Treasurer will be responsible for filing any financial reports related to the Bingo activities. The Co-Treasurer shall cooperate with the Budget and Finance Committee in assisting with the annual budget as it relates to Bingo activities and shall perform such other duties as are incidental to the office of Co-Treasurer, or which are set forth in these bylaws, or as may be assigned from time to time by the President or the Board of Directors.

e) **Associate Treasurer.** The Associate Treasurer shall assist the Treasurer in the performance of all functions assigned to the Treasurer's office and shall perform such other duties as may be assigned by the President or the Board of Directors. The Associate Treasurer shall be responsible for maintaining records of fundraising contributions, by or on behalf of Band students, for the sole purpose of acknowledging and recognizing such contributions in order to stimulate further fundraising participation by the membership.

f) **Recording Secretary.** The Recording Secretary shall record and maintain the minutes of the Board of Directors' meetings and shall be the custodian of the corporate records of the Corporation. The Recording Secretary shall keep a record giving the names and addresses of the directors entitled to vote. The Recording Secretary shall authenticate all records and documents of the Corporation whenever appropriate, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

g) **Communications Secretary.** The Communications Secretary shall maintain an accurate record of members and their addresses, and shall ensure that all relevant communications are conveyed to the members and related parties. The Communications Secretary will oversee the activities of the Communications Committee. The Communications Secretary shall assume the responsibilities of the Recording Secretary in the event of that officer's absence from a Regular or Special Meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.1 Composition. The Board of Directors shall consist of:

- a) The Corporation's Officers, elected in accordance with Article VII of these bylaws;
- b) Up to four Class Representative(s) from each high school class, elected from the Regular Members by the Board of Directors;
- c) The Chairperson of each Standing Committee, elected by the Board of Directors;
- d) Up to four Alumni Representative(s), elected from the Alumni Members by the Board of Directors, with the position being left unfilled if the Corporation lacks Alumni Members from which to select a Representative(s); and
- e) The Band Director(s), who shall serve as an ex officio, non-voting member(s).

Section 6.2 Qualifications and Terms of Office. Any Board Member who is a Class Representative or a Chairperson of a Standing Committee must also be qualified as a Regular Member of the Corporation. Any Alumni Representative must also be qualified as an Alumni Member of the Corporation. The terms of office for these positions shall be one year from June 1 through May 31 of the following year.

Section 6.3 Training. All non-officer Board Members are strongly encouraged to complete an online training course within thirty days of assuming their respective offices. (Officers are required to complete such a course pursuant to Section 5.3 of these bylaws.) The IRS recommended course is located at <http://www.stayexempt.org>. The course should be completed in its entirety, and each Member is encouraged to submit a copy of his or her course certificate to the Recording Secretary for inclusion in the Corporation's permanent records.

Section 6.4 Resignation of Committee Chairperson, Class Representative or Alumni Representative. Any Committee Chairperson, Class Representative or Alumni Representative may resign at any time by giving notice in writing or via electronic mail to the Board of Directors, the President or the Recording Secretary of the Corporation. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Board of Directors which takes place following the resignation's receipt by the Board of Directors, or by the President or the Recording Secretary of the Corporation.

Section 6.5 Removal of Committee Chairperson, Class Representative or Alumni Representative. Any Committee Chairperson, Class Representative or Alumni Representative may be removed from the position for good cause, including, but not limited to, neglect, incapacity, or misconduct, by a vote of two-thirds of the entire membership of the Board of Directors, excluding the person whose removal is under consideration.

Section 6.6 Vacancies. Any vacant position, other than the office of President, shall be filled by a majority vote of the Board of Directors at a regular or special meeting. A vacancy in the office of President shall be filled in accordance with the Vacancy provisions set out in Article 5 of these bylaws.

Section 6.7 Compensation. No Board of Directors member shall receive compensation for his or her services as a director; however, any expenses incurred by any director by reason of his

duties or responsibilities as such may be paid by the Corporation.

Section 6.8 Conflict of Interest. *Any actual, potential, or apparent conflict of interest on the part of any member of the Board of Directors must be disclosed to other members of the Board, and must be made a matter of record through annual reporting. Each member of the Board of Directors must disclose any actual, potential, or apparent conflict of interest whenever such interest becomes a matter of Board discussion or action.*

Section 6.9 Committee Service. The Treasurer shall serve as Chairperson of the Budget and Finance Committee. The Communications Secretary shall serve as Chairperson of the Communications Committee. Each Class Representative shall serve as an active member of one or more of the Standing Committees, as described in Article VIII, and shall have such other duties as set forth in these bylaws, or as may be assigned from time to time by the Board of Directors.

Section 6.10 General Powers. The Board of Directors shall have the general power to manage the business, property and affairs of the Corporation.

Section 6.11 Board of Directors Meetings. The Board of Directors may hold regular meetings on the third Monday of each month. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors. Notice of a special meeting shall be given to each Board of Directors member at least two days in advance of the special meeting, except in the case of emergency. In an emergency, the President or other responsible person shall give such notice as is feasible under the circumstances. Attendance at a meeting shall constitute a waiver of the notice requirement, except where the attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice may be given in any manner reasonably calculated to inform the member of the meeting, including regular mail, electronic mail or telephone. Regular meetings of the Board of Directors shall be held at such times and places as the President may determine. The time and place of special meetings shall be announced in the notice of the meeting. All Board meetings are open to all Corporation members and the general public unless a meeting topic necessitates a closed session.

Section 6.12 Quorum and Voting. A simple majority of the members of the Board of Directors shall constitute a quorum for the purpose of transacting any Board business at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. If two or more members share an office or a position as a Committee Chairperson, that position shall have only one vote on all matters coming before the Board of Directors. It shall be the responsibility of individuals sharing a position to arrive at a consensus on any matter voted upon by the Board; if they are unable to do so, their vote will not be counted.

Section 6.13 Rules of Procedure. The Board of Directors may establish rules governing the conduct of its meetings that are not inconsistent with the provisions of these bylaws. The rules contained in the latest available edition of Robert's Rules of Order shall govern the decision on any matter to which they are applicable and that is not addressed in these bylaws or by rules

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adopted by the Board of Directors.

ARTICLE VII – ELECTIONS

Section 7.1 Appointment of Nominating Committee. In January of each year, the President shall appoint a Nominating Committee. *This Committee shall consist of five members, at least two of whom shall be drawn from Regular Members not currently serving on the Board.*

Section 7.2 Nomination of Officers. Each year, the Nominating Committee shall nominate at least one nominee for each Corporation Officer position, except for the office of President. The Vice President of the current year shall automatically assume the role of President in the following year. The nominations shall be reported to the Board of Directors at its March meeting. The Board of Directors shall notify the Corporation's voting members of the slate of Officers nominated by the Nominating Committee at the March Corporation meeting. A person may not be nominated without his or her prior consent. Two members may be nominated together and shall be considered a single nominee for purposes of the election.

Section 7.3 Conduct of the Election. The election of the Officers shall be held at the April membership meeting as follows:

a) **Uncontested election.** If there is only one nomination for an Officer position and there are no additional nominations from the floor for that Officer position, then the election may be conducted by voice vote and the individual nominated by the Nominating Committee shall be elected by a simple majority of the voting members present and voting.

b) **Contested election.** If there are multiple nominations for any Officer position, then the election for that contested position shall be conducted separately by secret ballot. In the case of a contested election, the President shall appoint tellers to gather and count the written ballots and return a signed report of the vote to the President, who will announce the results. The candidate who receives a majority of the votes for each office shall be elected. All ballots shall be retained by the Recording Secretary for fourteen days following a contested election. The ballots may be viewed by any voting member upon request.

Section 7.4 Installation of Officers. From the time of the election until the official start of their terms in office on June 1, any newly-elected Officers shall serve in non-voting capacities on the Board of Directors unless already otherwise serving as voting members of the Board of Directors. Upon assuming a new office, an Officer will be considered to have resigned any previously-held Officer position. The installation of new Officers shall take place at the regularly-scheduled Corporation Board meeting in May of each year.

ARTICLE VIII – STANDING COMMITTEES

Section 8.1 Standing Committees. The Corporation shall have the following Standing Committees, with participation being open to all members. At least two members of the Board of Directors shall serve on each Standing Committee. The Chairperson of each Standing Committee shall be a Regular Member, with chairmanship granting Board membership to any

Chairperson who otherwise is not on the Board of Directors. Two or more individuals may share a chairperson's position.

a) **Bingo Committee.** This committee shall be responsible for assisting the Co-Treasurer in maintaining and supporting all aspects of the Bingo operations, including but not limited to compliance with all local and state requirements and filings, recruitment of Bingo volunteers, collection and accounting for funds, and the periodic transfer of funds to the Corporation's account.

b) **Budget and Finance Committee.** This committee shall develop a budget for the following year to be presented to the Board of Directors at the regular March meeting of the Board of Directors. The Budget and Finance Committee shall also oversee the expenditure of funds during the fiscal year to coordinate income and expenditures. The Treasurer shall serve as the Chairperson of the Budget and Finance Committee. The President, Vice President, Ways and Means Chair, Co-Treasurer, and Band Director(s) shall be ex officio members of the Budget and Finance Committee.

c) **Chaperone Committee.** The Chaperone Committee shall provide adult chaperones to ensure guidance and safety for any travel involving Band students. Chaperone training and a FCPS background check shall be prerequisites for membership in this committee. The Head Chaperone shall serve as Chair of this committee.

d) **Color Guard Committee.** This committee shall promote, recruit, and support the Band's Color Guard. It shall also issue, maintain, and account for the Color Guard uniforms and equipment.

e) **Communications Committee.** This committee shall be responsible for all forms of communication within the Band and/or Corporation. It shall seek to inform the membership and the public of all events involving the Band and/or the Corporation. This includes, but is not limited to, providing electronic mail or telephone notices of regular and special meetings to the membership, assisting with the Director's mailings, updating the Band Handbook as needed, creating concert programs, publishing a monthly newsletter, maintaining the Corporation's website, and publicizing the Band's activities to the media. The Communications Secretary shall serve as the Chair of this committee.

f) **Equipment Committee.** This committee shall organize the transportation and setup of equipment for all events; repair and maintain equipment; and assist in the construction of props needed for the Band's purposes.

g) **Hospitality Committee.** This committee shall organize any food-related needs of the Band. This includes, but is not limited to, coordinating meals and/or snacks for the Marching Band, Band camp staff, Band picnic, Band camp pool party, Band banquet, pops concert, and various receptions.

h) **Membership Committee.** This committee shall assist the Band Director(s) in maintaining current lists of Regular, Alumni and Associate Members; in recruiting new

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members; and in retaining current members. It shall encourage Booster membership and attendance at membership meetings, as well as membership involvement in other Booster activities. The Vice President shall serve as Chair of this committee.

i) **Spirit Committee.** This committee shall attend Band events and show enthusiastic support for the Band students.

j) **Uniform Committee.** This committee shall issue, maintain and account for all uniforms and accessories for the marching, concert, jazz and wind ensemble Band programs other than Color Guard.

k) **Ways and Means Committee.** This committee shall explore and develop methods to finance Band activities. The Vice President, Treasurer, and Associate Treasurer shall be ex officio members of the Ways and Means Committee.

Section 8.2 Authority of Committees. The Chairperson of each Standing Committee shall serve as a member of the Board of Directors. If two or more individuals share a position as a Committee Chairperson, that position shall have only one vote on all matters coming before the Board of Directors. It shall be the responsibility of individuals sharing a position to arrive at a consensus on any matter voted upon by the Board; if they are unable to do so, their vote will not be counted.

Section 8.3 Special Committees. Special Committees may be created, as needed, by the President or the Board of Directors, with participation being open to all members. At least two members of the Board of Directors shall serve on each Special Committee. The Chairperson of each Special Committee shall be a member of the Board of Directors or other Regular Member of the Corporation as defined in Section 4.1(a). Two or more individuals may share a chairperson's position. Chairmanship of a Special Committee shall not grant Board membership to any chairperson who otherwise is not on the Board of Directors.

Section 8.4 Appointment of Committee Chairpersons and Class Representatives. The Board of Directors shall elect Chairpersons of Standing Committees and Class Representatives. The election of committee Chairs and Class Representatives shall take place at the Corporation's April Board meeting. If a midterm vacancy occurs in a committee Chair or Class Representative position, the Board of Directors may appoint a member of the Corporation to fill the remainder of the vacant term.

Section 8.5 Standing and Special Committee Membership. Except as otherwise provided in these bylaws, the membership of each Standing and Special Committee shall be the prerogative of the committee Chairperson, subject to the approval of the Board of Directors. A committee Chairperson may create as many subcommittees as necessary to effectively accomplish the purpose(s) of the committee and shall have the authority to assign committee members to serve on one or more subcommittees. The Band Director and the President shall be ex officio members of all Standing and Special Committees and shall be notified in advance of all Standing and Special Committee meetings.

Section 8.6 Oversight by the Board of Directors. The Board of Directors shall review the activities of any Standing or Special Committee, as necessary, to ensure that the committee is acting within the scope of its authority as set forth in these bylaws and within the limits of the annual budget.

ARTICLE IX – FISCAL OPERATIONS AND BUDGET

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall be June 1 through May 31 of the following year.

Section 9.2 Budget. The Board of Directors shall recommend a budget, as prepared and submitted to the Board by the Budget and Finance Committee at the regular March Board of Directors meeting, for consideration and adoption at the April membership meeting. If the proposed budget is not approved, the members shall approve an alternative budget or direct the Board of Directors to submit a revised budget at a future membership meeting. Upon the membership's approval of the budget for the forthcoming year, the Board of Directors may recommend and approve, from time to time, revisions to the budget.

Section 9.3 Unbudgeted Expenditures. Unbudgeted expenditures of more than \$500 and up to \$1,000 per event may be made as necessary, with the approval of the Board President and Treasurer (or in the absence of either, approval of that Officer's designee), accompanied by notice to all members of the Board of Directors. Any unbudgeted expenditures in excess of \$1,000 require prior approval by the Board of Directors at a regular or special meeting in accordance with the requirements stated herein governing Board meetings, voting, and quorum procedures.

ARTICLE X – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 10.1 Contracts and Agreements. The Board of Directors may authorize any Officer(s) or agent(s) to enter into any contract or agreement, or to execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 10.2 Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by a resolution of the Board of Directors. No evidence of indebtedness shall be issued in the name of the Corporation unless specifically authorized by a resolution of the Board of Directors.

Section 10.3 Checks, Drafts, Orders, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.4 Deposits. All funds of the Corporation, not otherwise employed, shall 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 10.5 Gifts and Charitable Contributions. Any bonded Board director or Officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the Corporation.

ARTICLE XI – BOND REQUIREMENT

Section 11.1 Bond Requirement for Specified Officers and Volunteers. All Officers, Board directors, and volunteers who handle Corporation funds, including, but not limited to, the Treasurer, Co-Treasurer, and Associate Treasurer, may be bonded for an amount determined by the Board of Directors. The cost of the bond shall be paid by the Corporation. This bond requirement may be satisfied by the purchase of a blanket fidelity bond.

ARTICLE XII – INDEMNIFICATION

Section 12.1 Indemnification. The Corporation shall defend, indemnify and hold harmless its Officers, Board directors, committee Chairpersons, and other volunteers acting on its behalf against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement as a result of any action, suit or proceeding brought by a third party(ies) as a result of the good faith performance, without willful or wanton misconduct, of their duties as Officers, Board directors, committee Chairpersons, or other volunteers for the Corporation.

ARTICLE XIII – AMENDMENTS

Section 13.1 Amendments to Bylaws. An amendment to the Corporation’s bylaws may be proposed by any Regular or Alumni Member of the Corporation. The procedures to be followed are:

- a) Any proposed amendment shall be submitted first to the Board of Directors. The Board of Directors shall carefully review the proposed amendment, and it retains the right to modify or reject any proposed amendment before submission to the membership. The proposed amendment shall be submitted to the membership for review prior to the next regular or special called meeting.
- b) A vote may not be taken on any proposed amendment until the next meeting following the meeting at which the proposed amendment is discussed by the membership.
- c) Quorum and Vote Required: Ten percent of the total of the voting membership shall constitute a quorum. Assuming a quorum is present, an affirmative vote of two-thirds of all votes cast shall be necessary for the adoption of any amendment to these bylaws
- d) Effective Date of Amendments: Amendments adopted by the voting membership shall take effect immediately upon adoption, unless otherwise specified.

ARTICLE XIV – DISSOLUTION

Section 14.1 Dissolution. In the event of any dissolution or other termination of this Corporation, all assets after payment of outstanding debts and other legal obligations shall be

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paid over to Henry Clay High School, Lexington, Kentucky, or its successor, to be used for the Henry Clay High School Band, or a successor band; otherwise, to be used for other school music purposes. If Henry Clay High School, or a successor, does not exist, such assets shall be paid to the Fayette County Schools, Lexington, Kentucky, to be used for other school music purposes.

CERTIFICATION

I hereby certify that I am the Recording Secretary of Henry Clay High School Band Boosters, Inc., and that the foregoing amended bylaws were duly adopted by the members of the Corporation *on this the 17th day of May 2010.*

By: Stephanie Baldwin
Recording Secretary