

LAFAYETTE CHORUS ASSOCIATION, INC.

(Lafayette High School, Lexington, Kentucky)

AMENDED BYLAWS

MAY 2008

ARTICLE I: NAME

Section 1. NAME. The name of this Association shall be the Lafayette Choral Boosters, Inc.

ARTICLE II: OFFICE

Section 1. OFFICE. The Association shall maintain its office at Lafayette High School, 401 Reed Lane, Lexington, Kentucky 40503

ARTICLE III: PURPOSES

Section 1. PURPOSES. The purposes of the Association are:

- (a) to lend support, both moral and financial, to the Lafayette High School Choral Department (hereafter referred to as the "Chorus"); and
- (b) to cooperate with the Choral Director so that the Chorus is brought to and kept at the highest possible degree of performance and musicianship.

ARTICLE IV: MEMBERSHIP

Section 1. MEMBERSHIP. The Association shall have the following two (2) classes of members:

- (a) Regular Members. The parents and legal guardians of students participating in Chorus may become regular members upon payment of the annual dues established by the Executive Board. Regular membership entitles the member(s) to hold an office or position on the Executive Board and to vote on all issues brought before the Association.
- (b) Associate Members. Persons interested in supporting Chorus and furthering the interests of the Association, but who do not have a student participating in Chorus may become associate members upon payment of the annual dues established by the Executive Board. Associate membership entitles the member to participate in meetings and activities of the Association, but does not entitle the member to hold an office on the Executive Board, or to vote on issues brought before the Association.

Section 2. ANNUAL DUES. The Executive Board shall determine the annual dues to be paid by regular and associate members of the Association.

Section 3. TERM OF MEMBERSHIP. The term of membership shall be for one (1) year from June 1 through May 31 of the following year. Each membership shall be renewable annually.

Section 4. AUTHORITY OF THE MEMBERSHIP. The government of the Association shall be vested in the voting membership.

Section 5. REGULAR AND SPECIAL MEMBERSHIP MEETINGS. A regular meeting of the Association membership shall be held at least two (2) times during the school year, as announced at the beginning of the year. Special meetings of the membership may be called by the President or the Choral Director. Notice of a special meeting shall be given to the Association members at least seven (7) days in advance of the special meeting. Notice may be given in any manner reasonably calculated to inform the members of the meeting, including by regular mail, electronic mail or by telephone. All regular and special meetings of the Association shall be held at Lafayette High School or at other locations determined by the President. Regular meetings shall be held at such times as the President may determine. Special meetings shall be held at the time announced in the notice of the meeting.

Section 6. ANNUAL MEMBERSHIP MEETING. The annual meeting of the Association shall be held on the regular meeting date of the Association in May of each year. At this meeting, any reports may be given to the membership. The last item of business at the annual meeting shall be the election of Officers and Directors-At-Large for a new year.

Section 7. QUORUM AND VOTING. Ten percent (10%) of the voting membership shall constitute a quorum for the purpose of transacting any business of the Association 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. A person and his or her spouse, who are members of the Association, shall have only one (1) vote on all matters that come before the Association membership.

To vote in the election of Officers and Directors At-Large or to amend these bylaws, a person must be a regular member in good standing of the Association, which means the person must have fully paid the annual dues set by the Executive Board. At any election of Officers and Directors At-Large or any election to amend these bylaws, the Membership Committee chairperson may, upon request, conduct a roll call of members eligible to vote. The Membership Committee shall be the sole judge of whether a person is eligible to vote.

Section 8. RULES OF PROCEDURE. The membership may establish rules governing the conduct of membership 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.

ARTICLE V: OFFICERS

Section 1 OFFICERS. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer.

Section 2. QUALIFICATION AND TERM OF OFFICE. Every officer shall be a regular member in good standing of the Association. The term of office for all officers shall be one (1) year from June 1 through May 31 of the following year.

Section 3. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving notice in writing to the Executive Board, the President or Secretary of the Association. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Executive Board which takes place following receipt of the written resignation.

Section 4. 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 (2/3) of the entire membership of the Executive Board, excluding the officer whose removal is under consideration.

Section 5. VACANCIES. In the event of a vacancy in the office of the President, the Vice-President shall immediately assume the office. A vacancy in an officer position, other than the office of President, shall be filled by majority vote of the Executive Board at a regular or special meeting.

Section 6. DUTIES OF OFFICERS.

(a) President. The President shall preside at all meetings of the Association membership and of the Executive board, and shall have general supervision over the affairs of the Association, subject to the direction and control of the Executive Board and the membership. The President shall be an *ex officio* member of all standing and special committees. The President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the Executive Board.

(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 the 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 the Executive Board.

(c) Secretary. The Secretary shall record the minutes of all Executive Board meetings and perform such other duties as may be assigned from time-to-time by the President, the Executive Board, or the Choral Director.

(d) Treasurer. The Treasurer, or Treasurer's designee, shall collect all funds of the Association and shall deposit the same in the name of the Association in a bank or banks designated by the Executive Board. The Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by the Association. The Association's book of Accounts shall be audited at the end of each fiscal year and the Treasurer shall submit an audit report to the Executive Board at its first meeting each fiscal year. The Treasurer shall sign all

checks on behalf of the Association and shall ensure that all checks are supported by invoices signed by Executive Board members, committee chairs, or the Choral Director. The Treasurer 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 Executive Board.

ARTICLE VI: EXECUTIVE BOARD

Section 1. COMPOSITION. The Executive Board shall consist of the Association Officers, ten (10) Directors at-Large, and the Choral Director, who shall serve as an *ex officio*, non-voting member.

Section 2. QUALIFICATIONS AND TERM OF OFFICE FOR DIRECTORS AT-LARGE. Every Director At-Large shall be a regular member in good standing of the Association. The term of office for all Directors At-Large shall be one (1) year from June 1 through May 31 of the following year.

Section 3. TERM LIMIT. No Officer or Director At-Large shall serve more than three (3) consecutive full terms on the Executive Board. A person who serves six (6) months or more as an Officer or Director At-Large will be considered to have served a full term in the office or position.

Section 4. RESIGNATION OF DIRECTORS AT-LARGE. Any Director At-Large may resign at any time by giving notice in writing to the Executive Board, the President or the Secretary of the Association. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Executive Board which takes place following receipt of the written resignation.

Section 5. REMOVAL OF DIRECTOR AT-LARGE. Any Director At-Large may be removed from the position for good cause, including but not limited to, neglect, incapacity, or misconduct, by a vote of two-thirds (2/3) of the entire membership of the Executive Board, excluding the Director whose removal is under consideration.

Section 6. VACANCIES. A vacancy in a Director At-Large position shall be filled by majority vote of the Executive Board at a regular or special meeting.

Section 7. COMMITTEE SERVICE. The President shall assign at least one (1) member of the Executive Board to each standing committee of the Association to serve as a liaison between the committee and the Executive Board. The President may appoint the Executive Board member to serve as the chairperson of the committee (if the Executive Board member is willing), but the President is not required to do so.

Section 8. GENERAL POWERS. The Executive Board shall have the general power to manage the business, property and affairs of the Association.

Section 9. EXECUTIVE BOARD MEETINGS. The Executive Board shall hold regular meetings at a regularly established meeting time set by the Executive Board. Special meetings of the Executive Board may be called by the President or by a majority of the members of the Executive Board. Notice of a special meeting shall be given to each Executive Board member at least 48 hours in advance of the special meeting, except in the case of an 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 by regular mail, electronic mail or by telephone. Regular meetings of the Executive Board 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.

Section 10. QUORUM AND VOTING. Six (6) members of the Executive Board shall constitute a quorum for the purpose of transacting any business of the Executive Board 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. A person and his or her spouse, who are serving together in an office or in a position on the Board of Directors shall have only one (1) vote on all matters that come before the Executive Board.

Section 11. RULES OF PROCEDURE. The Executive Board 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 adopted by the Executive Board.

ARTICLE VII: ELECTIONS

Section 1. APPOINTMENT OF NOMINATING COMMITTEE. Not less than one (1) month prior to the February Executive Board meeting each year, the President shall appoint a Nominating Committee.

Section 2. NOMINATION OF OFFICERS AND DIRECTORS AT-LARGE. Each year, the Nominating Committee shall nominate not more than one (1) nominee for each Association office and Director At-Large position. The nominations shall be reported to the Executive Board at its February meeting. The Executive Board shall notify the Association's voting members of the slate of Officers and Directors At-Large nominated by the Nominating Committee at the Spring meeting. Additional nominations may only be made from the floor at the Spring Association meeting. A person may not be nominated as a candidate from the floor, unless the prior consent of the person has been obtained. A person and his or her spouse may be nominated together and shall be considered a single nominee for the purposes of the election. The Choral Director may not be nominated to or hold any elective office or position in the Association.

Section 3. CONDUCT OF THE ELECTION. The election of Officers and Directors At-Large shall be held at the Spring Annual Association meeting as follows:

- (a) Uncontested elections. If there are no additional nominations from the floor for an Officer position or for a position as Director At-Large, then the election may be conducted by voice vote and the Officers and Directors At-Large nominated by the Nominating Committee shall be elected by a simple majority of the voting members present and voting.

(b) Contested elections. If there are additional nominations from the floor for any Officer position or for a position as Director At-Large, then the election for those contested positions 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 for each office or position who receives a majority of the votes shall be elected. All ballots shall be retained by the Recording Secretary for fourteen (14) days following the election. The ballots may be viewed by any voting member upon request.

Section 4. INSTALLATION OF OFFICERS AND DIRECTORS AT-LARGE. From the time of the election until the official beginning of their term in office on June 1, newly-elected Officers and Directors At-Large shall serve in a nonvoting capacity on the Executive Board and on standing committees along with current Officers and Directors At-Large. The installation of new Officers and Directors At-Large shall take place at the conclusion of the regularly scheduled Association meeting in May each year.

ARTICLE VIII: STANDING COMMITTEES

Section 1. STANDING COMMITTEES. In addition to the Nominating Committee provided for in Article VII, Section 1, the Association shall have the following standing committees:

(a) Uniform Committee. The Uniform Committee shall maintain uniforms, arrange for cleaning, fitting, and inventory.

(b) Budget Committee. The Budget Committee shall meet at least annually to review the previous year's budget and prepare the next year's budget. This must be completed prior to the June meeting of the Directors.

Section 2. SPECIAL COMMITTEES. Special committees may be created, as needed, by the President or the Executive Board.

Section 3. APPOINTMENT OF COMMITTEE CHAIRPERSONS. Except as otherwise provided for in these bylaws, the President shall appoint all standing committee chairpersons no later than thirty (30) days from the date he or she takes office. The President shall appoint all special committee chairpersons no later than thirty (30) days after the creation of the special committee.

Section 4. 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 Executive Board. 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 (1) or more subcommittees. The Choral 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 5. OVERSIGHT BY EXECUTIVE BOARD. The Executive Board may 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: FINANCIAL OPERATIONS

Section 1. FISCAL YEAR. The fiscal year of the Association shall be June 1 through May 31 of the following year.

ARTICLE X: BOND REQUIREMENT

Section 1. BOND REQUIREMENT FOR SPECIFIED OFFICERS AND VOLUNTEERS. All officers, directors, and volunteers who handle Association funds, including, but not limited to, the Treasurer and Association Treasurer, shall be bonded for an amount determined by the Executive Board. The cost of the bond shall be paid by the Association. This bond requirement may be satisfied by the purchase of a blanket fidelity bond.

ARTICLE XI: INDEMNIFICATION

Section 1. INDEMNIFICATION. The Association shall defend, indemnify and hold harmless its officers, directors, committee chairpersons, events coordinators, and chaperones against expenses (including attorneys fees), judgments, penalties, fines and amounts paid in settlement as a result of any action, suit or proceeding that arises as a result of the good faith performance of their duties as an officer, director, or volunteer for the Association.

ARTICLE XII: PARLIAMENTARIAN

Section 1. PARLIAMENTARIAN. The President shall appoint a Parliamentarian for the Association not later than thirty (30) days from the date he or she takes office.

Section 2. DUTIES OF THE PARLIAMENTARIAN. The Parliamentarian shall serve only as an advisor to the President on matters pertaining to parliamentary procedure.

ARTICLE XIII: AMENDMENTS

Section 1. PROCEDURE TO BE FOLLOWED. An amendment to the Association bylaws may be proposed by any regular member of the Association. Any proposed amendment to these bylaws shall be submitted first to the Executive Board. The Executive Board shall submit the proposed amendment(s) to the membership for discussion and action. A vote may not be taken on any proposed amendment until the meeting next following the meeting at which the proposed amendment is discussed by the membership.

Section 2. VOTE REQUIRED. An affirmative vote of two-thirds (2/3) of all votes cast shall be necessary for the adoption of any amendment to these bylaws.

Section 3. EFFECTIVE DATE OF AMENDMENTS. Amendments adopted by the membership shall take effect immediately upon adoption.

Section 4. SUPENSION OF THE RULES. The rules in Article XIII of these bylaws may be suspended by an affirmative vote of two-thirds (2/3) of all ballots cast by the members of the Association at a regular meeting of the Association.

ARTICLE XIX: DISSOLUTION

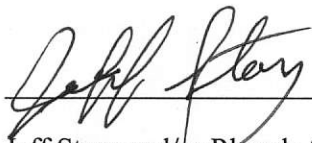
Section 1. DISSOLUTION. In the event of any dissolution or other termination of this Association, all assets after payment of outstanding debts and other legal obligations shall be paid over to Lafayette High School, Lexington, Kentucky, or its successor, to be used for the Lafayette High School Choral Department; otherwise, for other school music purposes. If Lafayette 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.

End of ByLaws

CERTIFICATION

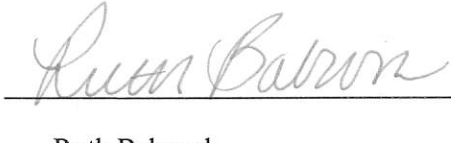
The undersigned officers hereby certify that the above constitutes a true and correct copy of the Amended Bylaws of the Lafayette Band Association, Inc., as amended by a two-thirds vote of the members present and voting at a duly called meeting held on the 4th day of May 2008.

Attest:



Jeff Story and/or Rhonda Story

President



Ruth Babcock

Ruth Babcock

Secretary