

**BYLAWS
OF
Marquette Band Boosters, Inc.**

A Missouri Nonprofit Corporation

**ARTICLE I
Offices**

Section 1.1. *Offices.* The Corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE II
Board of Directors**

Section 2.1. *Power of Board and Qualification of Directors.* The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Missouri.

Section 2.2. *Number of Directors.* The number of Directors to constitute the Board of Directors shall not exceed seven, unless and until changed by amendment to this bylaw, provided, however, that there shall always be at least three Directors.

Section 2.3. *Election and Term of Directors.* The initial Board of Directors shall consist of Stan Minor; Bryan Winchell, President; Lisa Marsh, Vice President; Janyce Johnson, Secretary; Kevin Hennesey, Vice President; and a Finance Team Member. The initial Finance Team shall consist of Steven Becherer, Debra Muro and Lynne Healy. The Finance Team will have one vote on the Board of Directors. The initial term of office of all Directors will be until their child no longer participates in the Marquette Marching Band and, at most, four years. Thereafter, successor Directors shall be elected at the annual meeting of the Board of Directors to serve for a term of no more than four years or until his or her successor shall have been elected and qualified. Directors may serve more than one term.

Section 2.4. *Resignation of Directors.* Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors. Such resignation is effective when the notice is delivered unless the notice specifies a future effective date. Unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 2.5. *Removal of Directors.* Any Director of the Corporation may be removed, with or without cause, by a majority vote of all of the Directors in office at a meeting of the Directors called expressly for that purpose.

Section 2.6. *Vacancies.* If the office of a Director becomes vacant for any reason, a successor shall be elected by a majority vote of the remaining Directors in office. A Director elected to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors.

Section 2.7. *Compensation of Directors.* Directors, in that capacity, shall not receive any stated salary for their services, provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and from receiving reasonable compensation or reimbursement of expenses for service in such other capacity.

ARTICLE III Meetings of the Board

Section 3.1. *Annual Meeting.* The annual meeting of the Board of Directors shall be held in January and September at such time and place as shall be determined by the Board.

Section 3.2. *Additional Meetings.* Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board. Special meetings of the Board may be called by the President, the Secretary, or one-third (1/3) of the Directors, on not less than two (2) business days' notice to each Director, either personally or by first class mail, private carrier, telephone, electronic mail or facsimile.

Section 3.3. *Notice of Meetings.* A notice of meeting, or waiver of notice, need not specify the business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors. Whenever, under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, such notice may be communicated in person or by first class mail, private carrier, telephone, electronic mail or facsimile. If given by first class mail, a notice of meeting shall be deemed to have been given when deposited in the United States mail, with postage thereon prepaid, directed to each Director at his or her address as it appears in the records kept by the Secretary of the Corporation or, if a Director shall have filed with the Secretary a written request that notices to such Director be mailed to some other address, then directed to that address.

Section 3.4. *Waiver of Notice.* Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto. A Director's attendance at or participation in a meeting, in person or by proxy, waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles of Incorporation or these Bylaws, objects to lack of notice and does not vote for or assent to the action to which such Director objects.

Section 3.5. *Quorum of Directors.* At all meetings of the Board, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.6. *Vote of Directors; Proxies.* Whenever any corporate action is to be taken by vote of the Board of Directors, it shall, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, be authorized by a majority of votes cast at a meeting of the Board where a quorum is then present. Blank votes or abstentions shall not be counted in the total number of votes cast. Any Director may, by a written proxy filed with the Secretary of the Corporation, authorize another person or persons to speak and vote on behalf of such Director at any meeting of the Board.

Section 3.7. *Meetings by Communication Devices.* Members of the Board of Directors may participate in a meeting of the Board or such committee by means of a conference telephone or other communications device whereby all persons participating in the meeting can communicate with all other persons present at the meeting, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3.8. *Action by Directors Without a Meeting.* Any action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Such written consents shall have the same force and effect as a unanimous vote at a meeting duly held.

ARTICLE IV Advisory Board

Section 4.1. *Advisory Board.* The Board of Directors, by a resolution adopted by a majority of the Directors in office may designate an Advisory Board which may include Directors and other persons interested in supporting the charitable purposes of the Corporation. The Advisory Board shall meet as determined by the Board of Directors and shall provide advice on matters and issues designated by the Board of Directors.

ARTICLE V Committees

Section 5.1. *Executive Committee.* The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate an Executive Committee, which shall consist of at least three (3) Directors of the Corporation. The Executive Committee shall have and exercise the authority of the Board of Directors between meetings of the Board of Directors.

Section 5.2. *Other Committees.* The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate one or more other Board committees, each of which shall include at least one (1) Director of the Corporation. Such committees shall exercise authority only to the extent specified by the Board of Directors, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 5.3. *Action of Committees.* At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, these Bylaws, or a resolution of the Board of Directors, a different vote is required, in which case such express provision shall govern and control. Provisions in these Bylaws pertaining to meetings of the Board shall also apply to committee or committees of the Board.

ARTICLE VI Officers

Section 6.1. *Officers.* The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. The Board of Directors may also elect one or more Vice Presidents and such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.2. *Election.* Officers of the Corporation shall be elected by a majority vote of all of the Directors in office. If such election results in a tie, there shall be a runoff election of the candidates who received equal votes.

Section 6.3. *Term of Office, Removal and Resignation.* Each Officer of the corporation shall hold office for a term not exceeding four years, as shall be determined from time to time by the Board of Directors. Officers may be re-elected to successive terms. Any Officer may be removed at any time, with or without cause, by the Board of Directors. An Officer may resign at any time by giving written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. Unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. If the office of any Officer

becomes vacant for any reason, the vacancy may be filled by a majority vote of the Board of Directors.

Section 6.4. *President.* The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Directors at which he or she is present. He or she shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.

Section 6.5. *Vice Presidents.* Vice Presidents, if any, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

Section 6.6. *Secretary.* The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and committees of the Board of Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be responsible for authenticating the records of the corporation.

Section 6.7. *Treasurer.* The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors or President may prescribe. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 6.8. *Other Officers.* The other officers of the Corporation, if any, shall have such authority and perform such duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent so prescribed, as generally pertain to their respective offices, subject to the control of the Board of Directors.

ARTICLE VII Interest in Transactions

Section 7.1. *Directors.* A possible conflict of interest exists when a Director has a material financial or personal interest, either direct or indirect, in a proposed transaction involving this Corporation. When a Director has an interest in a transaction being considered by the Corporation, the Director shall disclose that conflict before the Board of Directors. Any Director having a conflict of interest will not vote or use his or her personal influence on the matter and shall not be present when the matter is discussed by the Board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

Section 7.2. *Family Members.* This policy shall also apply to immediate family members of any Director, members of any Committee of the Board, and members of the Corporation's Advisory Board.

Section 7.3. *Staff Members.* Staff members and their immediate families shall not benefit materially from the Corporation beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

Section 7.4. *Familiarity with Policy.* Directors, committee members, staff members, and members of the Advisory Board will be required to attest annually to their familiarity with this policy, and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Section 7.5. *Conflict of Interest Policy.* The Corporation's Conflict of Interest policy supplements this Bylaw provision and should be reviewed annually by any person to whom this policy applies.

ARTICLE VIII General Provisions

Section 8.1. *Checks.* All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.2. *Fiscal Year.* The fiscal year of the Corporation shall begin the first day of May in each year.

Section 8.3. *Seal.* The Corporation shall not have a seal.

Section 8.4. *Books and Records to be Kept.* The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect; these Bylaws and all amendments to them currently in effect; a list of the names

and business or home addresses of the current Directors and Officers; the most recent annual report delivered to the Secretary of State; and appropriate financial statements of all income and expenses.

Section 8.5. *Alteration, Amendment or Repeal of Bylaws.* These Bylaws may be altered, amended or repealed at any regular or special meeting of the Directors by the affirmative vote of a majority of all the Directors in office.

The bylaws of Marquette Band Boosters, Inc. are adopted this 15th day of October, 2007.



Signature

10-15-07

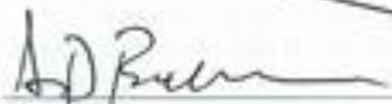
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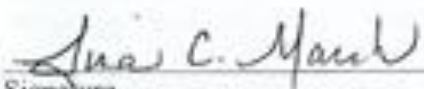
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10-15-2007

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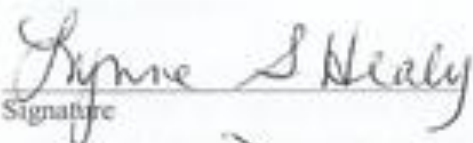
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10/15/07

Date



Signature

10-15-07
10-20-07

ARTICLES OF INCORPORATION OF
A NON PROFIT CORPORATION

To: Honorable Robin Carnahan
Secretary of State
PO Box 778
Jefferson City, MO 65102

The undersigned natural persons of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

- (1) The name of this corporation is Marquette Band Boosters, Inc.
- (2) This corporation is a Mutual Benefit Corporation.
- (3) The period of duration of the corporation is Perpetual.
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:
Lynne Healy, 15009 Manchester Road, Suite 257, Ballwin, MO 63011
- (5) The names and addresses of each incorporator:
Stan Minor, Marquette High School, 2351 Clarkson Road, Chesterfield, MO 63017
Debra Muro, 17455 Highland Way Drive, Chesterfield, MO 63005
Steven Becherer, 1048 Camargo Drive, Ballwin, MO 63011
Lynne Healy, 461 Westglen Village Drive, Ballwin, MO 63021
- (6) The corporation has members.
- (7) The assets of the corporation will be distributed on dissolution in such a manner as determined by a majority vote of the members at the time of dissolution, but if the membership cannot agree upon a plan of distribution, the assets will be distributed to another nonprofit entity as directed by the officers of the corporation. In no event will any assets be distributed in violation of the laws of the State of Missouri governing the dissolution of nonprofit corporations in effect at that time.
- (8) The corporation is formed for the following purpose:
To support and promote the Marquette High School Marching Band program, and to promote activities affecting the welfare and education of students who presently participate or may in the future participate in the program.
- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri.

Return Filed Document to:
Lynne Healy
461 Westglen Village Drive
Ballwin MO 63021

Marquette Band Boosters
Articles of Incorporation

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

<u>Stanley J. Nelson</u>	<u>May 30, 2007</u>
<u>Debra J. Truro</u>	<u>June 6, 2007</u>
<u>Ed. Beer</u>	<u>June 9, 2007</u>
<u>Spence S. Healy</u>	<u>May 30, 2007</u>