

BYLAWS OF
LINCOLN NORTH STAR PERFORMING ARTS BOOSTERS

Pursuant to **the** Nebraska Nonprofit Corporation Act and the Articles of Incorporation, the **undersigned** Directors **do hereby** adopt **the** Bylaws **of the Lincoln North Star** Performing Arts Boosters (**the "Corporation"**) to **provide** as follows:

Section 1.

ARTICLE I
NAME AND OFFICES

Name. **The name of the** Corporation **shall be** Lincoln North Star Performing Arts Boosters. **Performing Arts is defined as the** Instrumental Music Program, **the** Vocal Music Program, and **the Theater** Program of North Star High School, Lincoln, **Nebraska**.

Section 2.

Offices. The principal office of **the** Corporation **shall** be located in **Lincoln**, Nebraska. **The** Corporation may also **have** offices at such **other** places **as** the Board of Directors may from time to time determine.

ARTICLE II
PURPOSES

This Corporation **is a** nonprofit corporation and is not organized for **the private gain of** any **person**. It is **organized under the Nebraska** Nonprofit Corporation Act for **charitable**, religious, **scientific**, literary, **and** educational purposes. **The** mission of **the** Corporation **is**:

- (1
)
to inspire **and maintain** an **enthusiastic interest in the** various phases of **the** Performing Arts Program of Lincoln North Star High School;
- (2) to work **with** those in charge of the Performing Arts Program of Lincoln North Star High School **and the Lincoln Public Schools (LPS)** and to **lend** all possible support - moral, physical, and financial, to **the** Performing Arts **Program** of **Lincoln North Star High School**;
- (3
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to build and maintain an organization which will help promote **the** activities of **the** Performing Arts **Program** of Lincoln North Star High School;
- (4) to engage in such **other** activities as **the** Board of Directors may from time to time

determine to be appropriate and **permissible** under Sections 501(c)(3) and 170(c)(2)(B) of **the Internal Revenue Code**, or **the corresponding** sections of any future **federal** tax code, and as permitted by **the Nebraska Nonprofit Corporation Act**..

The authority of **the** Lincoln North Star Performing Arts Boosters shall never supersede that of **the** Performing Arts Directors **or the** LPS administration **and shall always be consistent with the** mission **and** purpose of Lincoln **North Star High School**. **The** Lincoln **North Star** Performing Arts Boosters **will assist the** Performing Arts Program Directors **and staff**, in **duties necessary** to **achieve their** objectives. These duties **include**, but **are** not limited to, **the** following:

- (1)
Developing contacts for **the** purchase **and sale** of items not purchased by Lincoln **Public** Schools. These items typically **include** shoes, **t-shirts**, gloves, color guard uniforms, musical supplies, **and theatrical** equipment **and** supplies;
- (2)
Providing chaperones on buses used to transport students as requested by Program Directors;
- (3) Providing a "road crew" to load and unload any equipment **onto vehicles and help** set up **the "PIT"** for each performance. **The** primary objective is to **minimize student involvement** in **these** activities to **reduce the** possibility of injury **and/or** equipment damage;
- (4
)
Assisting the Performing Arts **Program** Directors and **staff in the** administration of **any shows**, concerts or exhibitions.
- (5)
Building **sets as needed** for **the** Program.
- (6
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**Fundraisin
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Section 1.

ARTICLE III MEMBERSHIP

Members. The Corporation shall have no members. Any action **that** would otherwise require approval by a majority **of all** members shall only require approval of **the** Board of Directors ("Board"). All **rights that would otherwise** vest **in the** members shall vest **in the** Board.

Section 2.

Associates. Nothing contained in Section 1 of Article III of **these Bylaws shall** be construed to limit **the right of the** Corporation to **refer** to persons associated **with the** Corporation as "associates", "members", or "affiliates" even though **these persons** are not **corporate** members, and no such **reference in** or **outside of these Bylaws shall** constitute **anyone being** a member, **within the** meaning of Nebraska Nonprofit Corporation Act. **The** Corporation may confer by amendment of its Articles **or** of **these Bylaws some** or all of **the rights of a** member, **as** set forth **in the Nebraska** Nonprofit Corporation Act, on **any person** or **persons who** do not **have the** right to **vote** for **the election** of Directors or on a disposition of substantially all of **the assets of the** Corporation or on **a merger or** on **a** dissolution or on changes to **the** Corporation's Articles or Bylaws, but no such person shall be a member **within the meaning of the** Nebraska Nonprofit Corporation. Act.

Section 3. Affiliates. The affiliates of this organization **shall** include each parent or guardian of a student participating in a Performing Arts class **or** activity in **grades nine** through twelve at Lincoln North Star High School. **The** Lincoln North Star Performing Arts Boosters welcome **the** financial support of any individual, **area business** or **other organization wishing to** support **the** activities of **the** Corporation and Lincoln **North Star High School**. Affiliates **are** not **considered** members, and hold **no** voting **rights in the** election of **a** director or directors to **the** Board of Directors or **any** matter **submitted to a** vote of **the** Directors **except as provided** in Article IV, Section 1. However, Affiliates **are** welcome **and** encouraged to **attend** and participate **in the** monthly meetings of **the** Board of Directors. **At these meetings,** affiliates may participate and voice opinions, **individually or in a group,** **regarding** matters discussed, **however the** official decision **on any** matter **resides with the** Board.

Section 1.

ARTICLE IV
BOARD OF DIRECTORS

Authority; Eligibility; Election. All corporate powers shall be exercised by or **under the** authority of, and **the affairs of the** Corporation shall be **managed under the** direction of, its Board of Directors. **Each** Director must **be** an **individual and** an Affiliate. No Director **shall be** an employee **of the** Corporation, or **the spouse** or child, parent, **brother** or **sister** by blood or marriage to such

an employee. Directors **shall** be elected annually **at the** Annual Board Meeting in May of each year, commencing **in** May, 2014, by a majority **vote of the** Directors constituting a quorum, provided **that one** Director **may, as available, be elected** from a list of candidates submitted to **the** Board by **the Affiliates in attendance**. Each of **the Program** Directors **of the** Instrumental, Vocal, and **Theater** Programs at Lincoln **North Star High School shall have the right to notice of and to attend and** participate in all meetings **of the** Board of Directors, but **shall not have the right to vote on** any matter before **the** Board except in **the** event **there** is a tie vote in **any** matter **considered by the** Board, **in which** event Program

Directors **shall have the right to cast the deciding vote.**

Section 2. Number and Term. The number of Directors of **the** Corporation shall **be** not less than **three (3)** nor more than fifteen (15) and may be increased or decreased to not less than **three** by **amendment** of **these Bylaws in the manner** set forth in Article XIV hereof. **When the** number of Directors is decreased by **amendment** adopted by **the Board** of Directors, each Director **in office shall** serve until **his** or her term expires or until resignation or removal as **herein** provided. **Each** Director's term **shall** terminate **after the** Annual Board Meeting of **the applicable** year. Each Director **shall** hold **office** until his **successor shall have** been **duly elected and shall have qualified** or until **his or her** death or **until he or she** shall resign or **shall have been** removed in the manner hereinafter provided.

Section 3.

Resignation of Director. Any Director may resign at any time by **giving** written notice of **such resignation to the** Board of Directors, **the** presiding officer of **the** Board of Directors, or to **the** President of **the** Corporation. Resignation shall be effective **when the notice is** effective, **unless** the notice specifies a **later** effective date. If a **resignation** is made effective at a later date, **the** Board of Directors may fill **the** pending vacancy before the effective date, if the Board provides **that the** successor does not take office until **the** effective date. Any Director so elected by **the** Board of Directors shall hold **office** for **the balance** of **the** term of **the** Director **that he or she** replaced.

Section 4.

Regular Meetings. **Regular** meetings of **the** Board of Directors shall **be held** monthly for **the** transaction of such business as may come before **the** meeting. **The** time, place, and frequency of **each regular meeting shall** be established by **the President upon** not less than **three (3)** days **notice to** each Director, and may be changed upon **the** vote of a majority of **the** Directors.

Section 5.

Special Meetings of the Board. Special **meetings of the** Board of Directors may **be** called by **the President** and **shall be called on the** written request of **any two (2)** members of **the** Board of **Directors**.

Section 6. Notice of Special Meetings. Notice of all special **meetings** of **the** Board of Directors **shall be preceded by** at least two (2) days notice to each Director **and** Program Director of **the** date, time and **place**, but need not specify **the** purpose of such meeting. Any **business** may **be** transacted at any Directors' meeting.

Section 7. Chair. At all meetings of **the** Board of Directors, **the President**, or in **his** or **her** absence, **the Vice President**, shall **preside**.

Section 8. Quorum. At all **meetings** of **the** Board of Directors, **the** greater of **one-third** of **the number** of directors in office or two directors **shall be** necessary and sufficient to constitute a quorum **for the** transaction of business. If a quorum is present when a vote is taken, **the** affirmative vote of a majority of Directors present is **the** act of **the** Board of Directors. If at any meeting **there is less than** a quorum present, a majority of those present may adjourn **the meeting from time to time** without further notice to any absent director.

Section 9.

Compensation. Directors shall serve without compensation, except that **incidental**, out-of-pocket **expenses shall be** paid (e.g. transportation, child care). **The Board may maintain a schedule** of reimbursable expenses. However, **to the extent** deemed **necessary** by **the** Corporation, **the** Corporation may **retain the** services of a Director **other than in his** or **her** capacity as a Director **and the** Director may **be** compensated for **services so rendered as the Corporation may** from **time to time find** necessary **or desirable**.

Section 10. Action by Consent. Any action required or permitted to be **taken by the Board** of Directors **may be taken without a** meeting, if **the** action is **taken** by all of **the members** of the Board of Directors **and thereafter** 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.

Section 11. Removal of Directors. Directors **may be removed in the manner provided by the** Nebraska Nonprofit Corporation Act.

Section 12.

Loans to Officers and Directors. The Corporation **shall** not **lend** money to nor **guarantee the** obligation **of any** Director **or officer of the Corporation**.

Section 1.

ARTICLE V
OFFICERS

Designation. **The officers of the** Corporation **shall** consist of **the** President, Vice President, Secretary, Treasurer, Co-Treasurer, Public Relations Representative, and such **other** officers **as may be** determined from time to time by **the** Board of Directors. The same person may hold any two offices, except for **the offices of President** and Vice President.

Section 2.

Election; Term of Office, and Qualification. The **officers of the** Corporation shall **be** elected annually by **the** Board of Directors **at the May meeting of the** Board of Directors. Each officer **shall** serve **at the pleasure of the** Board of Directors. Any **officer may**, but **need not be**, a member of **the** Board of Directors of **the** Corporation.

Section 3.

Vacancy. In **the** event of a vacancy **in** any office, for any reason **whatsoever**, a majority **of the** Directors then in office, although **less than** a quorum, may **elect a person** to fill such

vacancy; and **the person** so **elected** shall hold office **and** serve until **the next annual meeting** of **the** Board of Directors.

Section 4.

President. The President shall be selected from **the** Board of Directors **and shall preside over meetings of the** Board. The President shall act as the principal executive officer of **the** Corporation and shall supervise the business affairs of **the** Corporation. He/she shall be kept advised of **the general affairs of the** Corporation and insure that all orders, resolutions and policies of **the** Board are carried into effect. He/she shall have the usual powers and duties customarily vested in the office of President and shall perform other duties as may be assigned to him/her by **the** Board. The President shall appoint the chairpersons of committees and shall be an ex-officio member of all committees. The President shall have the authority to sign checks drawn on the Corporation bank account and along with a Board nominated Program Director, will have the authority to open, close, and manage bank accounts on behalf of the corporation. Any duties not expressly delegated herein shall be reserved to **the President to either** perform or delegate.

Section 5. Vice President. The Vice President shall attend meetings of **the** Board and, in the absence of **the** President, **the Vice President shall perform duties of the President**, and when so acting,

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shall have all the powers and be subject to all the restrictions upon **the** President. The Vice President shall also perform such other duties as may be assigned to him/her by **the** Board. The Vice President shall assume the duties of **the President** upon his/her request. The Vice President shall also preside over **the Strategic** Committee which will manage all long-term projects of **the** Corporation.

Section 6.

Secretary. The Secretary shall attend meetings of **the** Board and shall preserve in the books of **the** Corporation true minutes of **the** proceedings of such meetings. He/she shall give all notices required by statute, by law, or resolution, and shall perform other duties as may be delegated to him/her by **the** Board. The Secretary shall be responsible for all correspondence of **the** Corporation. The Secretary shall keep minutes of all proceedings at Board meetings and shall submit the minutes of Board meetings for amendment and/or approval at subsequent board meetings. The Secretary shall prepare the slate of nominees for offices for **the** May Board meeting. The Secretary shall keep the official files and records of **the** Corporation.

Section 7. Treasurer and Co-Treasurer. The Treasurer and Co-Treasurer shall attend meetings of **the** Board and preserve in the financial books of **the** Corporation the receipt and disbursement of funds and all other revenues required by statute, by law, or by resolution and shall perform other duties as may be delegated to him/her by **the** Board. The Treasurer and Co-Treasurer shall manage all finances of **the** Corporation. The Treasurer and Co-Treasurer shall deposit all moneys of **the** Corporation in a local bank account identified as **the** Lincoln North Star Performing Arts Booster account, receive all Corporation funds, and disperse Corporation funds as authorized by **the** Board. The Treasurer and Co-Treasurer shall keep accurate account of all Corporation funds and shall provide a monthly financial report at

monthly Board meeting, and a fiscal yearend financial report at the June Board meeting. The Co-Treasurer shall reconcile the Corporation's accounts on a quarterly basis. The Treasurer shall prepare and submit a proposed budget to the Board at the April Board meeting. The Treasurer and Co-Treasurer shall have the authority to sign checks drawn on the Corporation account. The Treasurer and Board nominated Program Director will have the authority to open, close, and manage bank accounts on behalf of the corporation.

Section 8. Public Relations Representative. The Public Relations Representative shall assist in advertising and communications to the community and businesses in regards to performances or events of the Performing Arts groups. The Public Relations Representative shall be the spokesperson for soliciting support from local businesses in regards to the activities of the Lincoln North Star Performing Arts Boosters.

Section 9.

Removal. Any officer may be removed from office by the affirmative vote of a majority of the Directors in attendance at any regular or special meeting called for that purpose.

Section 10.

Assistant Secretaries and Assistant Treasurers. The Board of Directors may, from time to time, designate one or more persons to serve as Assistant Secretary and Assistant Treasurer with such duties and responsibilities as may be designated in the resolution of appointment.

ARTICLE VI

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Corporation, with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VII CONTRACTS

The President may enter into such contracts and execute and deliver such instruments in the name and on behalf of the Corporation as she or he deems necessary and appropriate and in the best interests of the Corporation. In addition, the Board of Directors, except as otherwise provided in these Bylaws, may from time to time authorize any other officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee, other than the President, shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VIII
VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any Corporation in which this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

ARTICLE X
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI TELEPHONIC
MEETINGS

Members of the Board of Directors or the Executive Committee or of any of the committees appointed by the Board may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons

participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members of the Board or committee of

such meeting **and** shall constitute presence **in person at the** meeting. Written **minutes** of all actions **taken** at such **meeting shall be circulated to all members of the** Board or committee, **as the case may be.**

ARTICLE XII
INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII
INDEMNIFICATION

Any **person who was** or is a party or is threatened to be made a party to any **threatened**, pending, or completed action, **suit**, or proceeding, **whether** civil, **criminal**, administrative, or investigative, **other than an** action by or **in the right of the** Corporation, by reason of **the fact that he or she is or was** a Director, officer, employee, or agent of **the** Corporation, or is or was serving at **the** Corporation's request **as** Director, officer, employee or agent of **another** corporation, partnership, joint venture, trust, or **other** enterprise, shall be and **hereby is** indemnified, without **need** of affirmative act **on his** or her part or on **the** part of **the** Corporation's Directors, against all expenses, including attorneys' fees, judgments, **fin**es, and amounts paid **in settlement**, actually and reasonably **incurred by him or her in** connection **with such** action, suit, or proceeding if:

(1)

He or she acted in good faith.

(2) He or **she** reasonably believed: (a) **in the** case of conduct in **his** or **her** official capacity **with the** Corporation, that **his** or her conduct was **in the Corporation's best interests**; and (b) **in all other** cases, **that** **his** or her conduct was at least not opposed to **the** Corporation's best interests.

(3)

In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination **of** any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or **its equivalent**, shall not, of itself, create a presumption **that the** person

did not meet **the standard of conduct** described in **this** Article XIII. However, **no** indemnification **shall be** made **in** respect to any claim, **issue**, or matter by or **in the right** of **the** Corporation in which **such** person is adjudged liable to **the** Corporation or in connection **with** any **other** proceeding charging improper personal benefit to such person, whether or not involving action in his or **her** official capacity, in which such **person is adjudged liable on the basis that personal benefit** was improperly received by **such person**.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in this Article, or in

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defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

The indemnifications provided in these Bylaws for Directors, officers, employees, and agents are directly created and accorded without the need of any affirmative act on the part of the Directors, officers, employees, or agents, and, subject to the conditions and limitations of this Article, such indemnification rights may be asserted and proceeded upon by any Director, officer, employee, or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or **criminal** action, suit, or proceeding in **advance of the final disposition** of such action, suit, or proceeding upon (1) receipt of a **written affirmation of the Director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct described in this Article; and (2) a determination that the facts then known to those making the determination would not preclude indemnification under the Nebraska Nonprofit Corporation Act.**

Indemnification shall not **be deemed exclusive** of any **other rights to which** those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or **otherwise**, both as to action **in his or her** official capacity and as to action **in another** capacity **while holding such office**, and shall continue as to **a person who has** ceased to be a Director, officer, employee, **or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.**

ARTICLE XIV AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by affirmative vote of a majority of the members of the Board of Directors; provided, however, that notice of any proposed amendment shall be mailed by United States mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted. Any Director may waive such notice in writing.

ARTICLE XV EXEMPT

ACTIVITIES

Notwithstanding any other provision of **these** Bylaws, no director, officer, employee or representative of **the** Corporation **shall take** any **action or carry** on any activity by or on behalf of **the** Corporation not **permitted to be** taken or carried on by an organization exempt **under the provisions** of Section 501(c)(3) of **the** Internal Revenue **Code** and its regulations as **they now** exist or as **they** may hereafter **be amended** from time to time.

ARTICLE XVI

CHECK SIGNING POLICY

- (1) **Two-signatures** requirement: It shall **be the** policy of **the** corporation **to** require two authorized signatures **on all checks**.
- (2) **Same Family Restriction**: No **two** members of **the** same immediate family, residing **at the same** address **or related** by marriage, **shall sign the same check**.
- (3) **Enforcement**: For **the** benefit of future boards, it is understood that **these** provisions are required by **the corporation but may not be enforced by the bank**. **The** treasurer and **co-treasurer shall** be

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responsible for reviewing cancelled checks of **the** corporation to **ensure** compliance of this **provision**.

- (4) Violations of **the two-signatures** or same family restrictions shall be reported by **the** treasurer, **co-treasurer or president to all board members as soon as practical after they are discovered**. **The** reporting party shall provide a copy **of the** cancelled check to **each** member of the board.

Any check signer violating provisions of **this article** or failing to report such abuse **shall** be subject to immediate corrective action taken **by the** President or by a majority vote of **the** board of directors. Violation of **this** policy **may** result in removal as a signer and **other** such penalties, including cause for removal from office, **as** adopted by a majority **vote** of the board.

The foregoing Bylaws **were** approved **and** adopted by **the** Board of Directors of **the Lincoln North Star Performing Arts Boosters effective July 8, 2013**.

Lisa Rood, Secretary

Lisa Rood, Secretary