

SIoux FALLS WASHINGTON HIGH SCHOOL CHORUS BOOSTERS



BY-LAWS

Article I: Name

The name of this corporation is Sioux Falls Washington High School Chorus Boosters (“WHS Chorus Boosters”). This WHS Chorus Boosters exists and operates in association with Washington High School of Sioux Falls, South Dakota, and the Sioux Falls School District 49-5 (the “School District”).

Article II: Purpose

WHS Chorus Boosters is a membership organization whose primary purposes are to:

- a) Support the WHS chorus program both financially and with its members’ time and talents.
- b) Foster responsibility, pride and good sportsmanship in WHS chorus students in an environment of mutual dignity and respect.
- c) Encourage and nurture socially mature behavior and friendships of WHS chorus students, parents, stepparents, legal guardians, WHS staff and other WHS chorus program supporters.
- d) Foster fellowship and support for non-WHS music programs including the development of choral talent in middle schools feeding into WHS

Article III: Membership

Section 1. Membership

- a) There shall be two classes of members, namely Regular Members, and Associate Members. Only Regular Members may serve as officers or members on the Executive Board.

Section 2. Qualifications for Membership

- a) “Regular Members” are parents, stepparents, and legal guardians of chorus students registered in the WHS chorus program at any time during the school year and WHS chorus directors.
- b) “Associate Members” are any other individuals who have an interest in the WHS chorus program.
 - Associate Members may petition for regular membership to be voted on by majority vote of the Regular Members at a Booster Club monthly meeting.
 - The petition may be verbal or written to any Choir Booster Club executive member.

Section 3. Meetings

- a) The annual meeting of the WHS Chorus Boosters shall take place during the month of May each year at WHS, unless a different date is set by the Executive Board and chorus

directors.

- b) The election of Executive Board members and officers shall take place at the annual meeting.
- c) General meetings of the Regular Members shall be held a minimum of six (6) times per fiscal year. Special meetings may be called by the President or any two (2) members of the Executive Board upon five days' notice to the Regular Members.
- d) Associate Members are welcome at all general and special meetings of the Regular Members.

Section 4. N otice of Meetings

- a) Notice of the annual, general, and special meetings shall be given to the Regular Members by email, personal communication, publication in the chorus newsletter, other electronic communications, or such other method of notice as the president or Executive Board shall determine is appropriate. No notice of said meeting is required to be given to Associate Members.

Section 5. G eneral Powers

- a) The Regular Members shall have all powers and authority provided under the South Dakota Non-Profit Corporation Act, subject to the powers and authority granted the Executive Board under these By-Laws. In furtherance of these powers and this authority, the Regular Members shall:
 - Approve size of the board and elect persons to the Executive Board and officer positions.
 - Approve the budget.
 - Approve expenditures in excess of the authority granted to the Executive Board under Article IV, Section 1.
 - Take action referred to the regular members by the Executive Board for decision.
 - Take any action not reserved to the Executive Board in these By-Laws and under applicable law.

Section 6. Q uorum and Voting

- a) Eleven (11) Regular Members shall constitute a quorum for the transaction of business at any meeting of the WHS Chorus Boosters.
- b) Each Regular Member shall have one vote on any matter that comes to a vote of the Regular Members.
- c) A majority vote of the Regular Members in attendance at a meeting at which a quorum exists shall be the decision of the Regular Members.
- d) Associate Members shall have no vote.

Article IV: Executive Board

Section 1. General Powers

- a) The president, vice president, secretary, treasurer, member at-large, and any co-member of a position shall be members of the Executive Board.
- b) The Executive Board shall have all powers and authority provided under the South Dakota Non-Profit Corporation Act, subject to the powers and authority granted by the Regular Members under these By-Laws. In furtherance of these powers and this authority, the Executive Board shall:
 - Manage the affairs of the WHS Chorus Boosters
 - Make such rules and regulations as are necessary for the guidance of the membership and the affairs of the WHS Chorus Boosters.
 - Plan activities for the WHS fiscal year, July 1 through June 30
 - Develop a budget for the WHS fiscal year for presentation to the Regular Members for approval.
 - Supervise and / or make expenditures of funds in accordance with the budget adopted by the Regular Members.
 - Supervise and / or make expenditures of funds in addition to those budgeted for the fiscal year, such amounts not to exceed the total sum of \$5,000.00.
 - Take any action not reserved to the Regular Members in these By-Laws and under applicable law.
 - Perform any other responsibilities granted by Article 5 Section 5 as stated below.

Section 2. Number of Qualifications

- a) The number of Executive Board members of the WHS Chorus Boosters shall not be less than five (5) nor more than nine (9), the exact number to be determined by resolution of the general members.
- b) Members of the Executive Board shall consist of one or more president, vice president, one secretary, one treasurer, and one or more Regular Members elected at large.
- c) In the event of a resignation of the president, this position shall be filled by a Regular Member elected at large. The chorus directors shall serve on the Executive Board, ex-officio, as non-voting members.
- d) All Executive Board members shall be elected for a term of one (1) year, except for the vice president, as set forth in Article V, Section 1.

Section 3. Election of Executive Board

- a) Persons shall be elected to the Executive Board by a plurality vote of the Regular Members.
- b) If more than one member has been nominated for the same position, a ballot vote of the Regular Members shall occur. The member with the majority vote shall be elected to the office. In the event of a tie, the current President(s) have a combined vote for the tie breaking vote(s).

Section 4. Executive Board Meetings

- a) Regular Executive Board meetings of the Executive Board may be held at such times as scheduled by the president or the Executive Board.
- b) Regular meetings shall be held a minimum of two (2) times per fiscal year.
- c) Special meetings of the Executive Board may be called by the President or any two (2) members of the Executive Board.
- d) Notice of regular Executive Board meetings shall be given at least ten (10) days in advance of the regular Executive Board meeting. Notice of special Executive Board meetings shall be given at least twenty-four (24) hours in advance of the special Executive Board meeting. Notice of regular and special Executive Board meetings may be given by email, personal communication, publication in the chorus newsletter, other electronic communications, or such other method of notice as the president or Executive Board shall determine is appropriate.
- e) Minutes shall be taken and made available to Regular Members upon request.

Section 5. Quorum and Voting

- a) Sixty (60) percent of the Executive Board members shall constitute a quorum for the transaction of business in any meeting of the Executive Board. Each board member shall have one vote on any matter that comes to a vote of the Executive Board members. A majority vote of the board members in attendance at a meeting at which a quorum exists shall be the decision of the Executive Board.

Section 6. Removal

- a) Any Executive Board member may be removed by a simple majority vote of Regular Members at a general or special meeting of the Regular Members, whenever the best interest of the WHS Chorus Boosters will be served by the removal.
- b) Any removal of an Executive Board member will be effective immediately following the majority vote.

Section 7. Vacancies

- a) A vacancy occurring in the Executive Board because of resignation, removal, death or incapacity of a vice president, secretary, treasurer, or member at large, shall be filled by a regular member recommended by the Executive Board and elected by a simple majority vote of the regular members in attendance at an annual, general or special meeting of

the regular members. A vacancy occurring in the President position in the Executive Board because of resignation, removal, death, or incapacity will be filled by the vice president.

Section 8. Compensation

- a) Executive Board members as such shall not receive any compensation for serving as an Executive Board member.

Section 9. Informal Action by Executive Board Members

- a) Any informal action required or permitted by the By-laws to be taken at any meeting of the Executive Board may proceed without a meeting if a quorum of the members of the Executive Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Board.
- b) Any one or more members of the Executive Board may participate in a meeting of the Executive Board by means of a conference telephone, Zoom, or other electronic means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute actual presence in person at the meeting.

Section 10. Nominating Committee

- a) The Executive Board will serve as the Nominating Committee.
- b) The nominating committee shall nominate an eligible person for each position to be filled on the Executive Board.
- c) The Executive Board shall report its nominees at the April meeting. Additional nominations may be made to the Executive Board prior to the April meeting. Only those individuals who have signified their consent to serve, if elected, shall be nominated for, or elected to, such office. Elections will be conducted at the May annual meeting.

Article V: Officers

Section 1. Number

- a) The officers of the WHS Chorus Boosters shall be one (1) or more president, vice president, a secretary, a treasurer, and member(s) elected at large, each of whom shall be elected by the Regular Members.
- b) All officers shall be elected for a term of one year, except that upon the election of the vice president, the vice president shall serve for a term of two (2) years, succeeding as the first year to a position of the president.
- c) The secretary and treasurer shall be elected for a term of one year. Such other officers and assistant officers as may be deemed necessary may be elected by the Regular Members.
- d) No person may hold more than one office.

- e) Two persons may simultaneously serve a single office. In this case, the two persons jointly shall share all duties and responsibilities, and each person shall have one (1) vote.

Section 2. Election and Terms of Office

- a) The officers of the WHS Chorus Boosters shall be elected annually by the Regular Members at the annual meeting of the Regular Members.
- b) If election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be scheduled by the president or Executive Board.
- c) The term of office shall be for the upcoming fiscal year following the election of officers.
- d) If the election does not occur until after July 1, then the incumbent may remain in their office until his or her successor is elected. Should an officer decline to serve past June 30th, their position would be following the Vacancy guidance provided in Article VI Section 7.
- e) Officers shall assume their official duties as of July 1, or immediately upon the completion of the election if the election occurs after July 1.
- f) No officer may be eligible to serve more than two consecutive terms in the same office. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 3. Removal

- a) Any officer may be removed by a simple majority vote of Regular Members at an annual, general or special meeting of the Regular Members whenever the best interest of the WHS Chorus Booster will be served thereby.

Section 4. Vacancies

- a) A vacancy in any office, because of the resignation, removal, death, or incapacity of an officer, shall be filled by a Regular Member recommended by the nominating committee and elected by a majority vote of the Regular Members in attendance at an annual, general or special meeting of the Regular Members.

Section 5. Duties

- a) The officers shall perform such duties as naturally appertain to their respective offices.
- b) The president shall:
 - Preside at all meetings of the members and the Executive Board.
 - Serve as an ex officio member of all committees.
 - Coordinate the work of the Executive Board, officers, and committees of WHS Chorus Boosters in order that the objectives of the same may be promoted.
 - Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the Executive Board.
 - Enter into any contract or execute and deliver any instrument in the name of and on

behalf of the WHS Chorus Boosters.

c) The vice-president shall:

- Act as aide to the president(s).
- Perform the duties of the president in the president's absence or inability to serve.
- Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the Executive Board.

d) The secretary shall:

- Record the minutes of all meetings of the members and provide written copies of the previous meeting to members at all annual, general, or special meetings.
- Act as an advisor to the president and to the Executive Board.
- File and preserve the WHS Chorus Boosters' records.
- Maintain current copies of the By-Laws and the Articles of Incorporation.
- Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the Executive Board.

e) The treasurer shall:

- Have custody of the funds of WHS Chorus Boosters.
- Maintain a complete account of the funds and financial records of WHS Chorus Boosters.
- Make disbursements of funds as authorized by the president or Executive Board.
- Ensure that all checks and withdrawals from bank accounts have two signatures, as authorized by the Executive Board.
- Keep a full and accurate account of the receipts and disbursements of the WHS Chorus Boosters.
- Provide a written financial report to the members at each annual and general meetings of the members and at each regular meeting of the Executive Board.
- Present to the members an annual report of the financial condition of the WHS Chorus Boosters.
- Report to the Executive Board and members the findings of all annual and special examinations of the WHS Chorus Boosters' financial records.
- Perform such other duties as may be provided for by these By-Laws, applicable law, parliamentary authority, and as directed by the president or the Executive Board.
- The length of service for the treasurer shall last until the newly elected treasurer's name and access are authorized for the WHS Chorus Boosters' accounts.

f) At least one (10 Member(s) At-Large shall:

- Maintain a membership with the SF Washington Booster Club.
- Be the WHS Chorus Boosters' and the WHS choral programs liaison to the SF Washington Booster Club at the monthly meetings. Reporting activities, events, and needs of the WHS Chorus Boosters and the WHS choral program to the SF Washington Booster Club.
- Communicate back to the WHS Chorus Boosters events, needs, and discussions from the SF Washington Chorus Boosters monthly meetings.

Section 6. Delivery and Examination of Records

- a) Upon the expiration of the terms of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to office.
- b) The financial records of the WHS Chorus Boosters shall be examined by an independent person or persons, or by a committee, elected by the Executive Board, at the close of the fiscal year, June 30 or at any time it may be deemed necessary. Should the treasurer resign or be removed from office prior to the end of the treasurer's term in office, an examination of the WHS Chorus Boosters' financial records shall be performed by an independent person or persons, or by a committee, selected by the Executive Board.

Article VI: Contracts

Section 1. Contracts

- a) In addition to the president, the Executive Board may authorize any officer or appoint an agent to enter into any contract or executive and deliver any instrument in the name and on the behalf of the WHS Chorus Boosters, and such authority may be general or confined to specific instances.

Article VII: Committees

Section 1. Standing Committee

- a) Standing committees shall be accepted and appointed by the Executive Board as needed. The Executive Board shall accept/appoint persons to serve on the standing committees on an as needed basis and may remove persons from the committees on an as needed basis.

- Backstage Crew
- Bake Sale at Winter Concert
- Best of Show ("BOS")
- Chaperones
- Circle of Courage

- Communications/Marketing
- Concert Choir Variety Show (“CCVS”)
- Costumes/Robes
- Fundraising
- Last of Show
- Newsletter
- Raise Right
- Spirit Wear
- Student Accounts
- Taste of Show (“TOS”)
- Volunteers

Section 2. Term of Appointment

- a) Each member of a committee shall serve for the fiscal year following his or her appointment. See Section V.d for additional treasurer terms.

Section 3. Vacancies

- a) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointment. Selection of openings on committees will follow the same rules as Article VII Section 1.

Section 4. Duties for Committees with budget responsibilities.

- a) Each member of a committee that has budget responsibilities to the WHS Chorus Boosters will have set a budget for expenditures, anything outside of the allotted budget will need to be brought to the Executive Board for pre-approval, if the expenditure is outside of the Executive Board’s allotted amount it will need to go to the WHS Chorus Boosters for approval. If monies are spent prior to approval the WHS Chorus Boosters have no responsibility to repay the expenditure.
 - BOS
 - Circle of Courage
 - CCVS
 - Costumes/Robes
 - Fundraising
 - TOS

Section 5. Rules / Policies

- a) Each committee may adopt rules for its own governance in compliance with these By-Laws and rules adopted by the Executive Board.
- b) Unless the Executive Board otherwise provides, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of the committee, and each committee shall otherwise conduct business in the same manner as the Executive Board conducts its business under Article IV of the By-Laws.
- c) Any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if a majority of the members consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the committee.
- d) Committees shall report decisions and activities to the Members and Executive Board at regular meetings.

Article VIII: Acceptance of Donations

Section 1: General Policy

- a) WHS Chorus Boosters Executive Board, or any appointed agent, shall accept unrestricted donations and grants consistent with its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

Section 2: Donor Intent

- a) WHS Chorus Boosters shall make reasonable efforts to honor the intent of donors regarding the use of their donations. However, the organization reserves the right to redirect or attempt to return donations if it determines that the donor intent or request contradicts the purpose of WHS Chorus Boosters as described in Article II or if the original request of the donation becomes impossible or impractical to fulfill.

Section 3: Restricted Donations

- a) WHS Chorus Boosters may decline donations or grants that are restricted in such a way as to interfere with the purpose of WHS Chorus Boosters as described in Article II or create undue administrative burdens.

Section 4: Notification to Donors

- a) In cases where a donation must be redirected or returned, the WHS Chorus Boosters shall make reasonable efforts to notify the donor of the redirection, provide an explanation for the decision, or make arrangements to return the donation.

Section 5: Board Approval

- a) Any decision to reject a donation or return donation shall be subject to the approval of the WHS Chorus Booster Executive Board as described in Article IV Section 5.

Article IX: Records

Section 1. Records Location

- a) The WHS Chorus Boosters shall keep at the WHS chorus office a copy of all records to be maintained by the WHS Chorus Boosters under Article IX, Section 2.

Section 2. Records to be Maintained

- a) The records to be maintained shall include, but not limited to, the following:
- Minutes of all member meetings.
 - Minutes of all Executive Board meetings.
 - Treasurer's reports.
 - Annual financial examinations.
 - Membership lists. (electronic database)
 - By-Laws.
 - Articles of Incorporation.
 - Student account records.
 - Contracts.
 - All legal documents pertaining to the WHS Chorus Boosters.

Section 3. Inspection of the Records

- a) All records of the WHS Chorus Boosters may be inspected by any member, the member's agent or attorney and WHS administrators for any proper purpose at any reasonable time.

Article X: Corporate Seal

Section 1. Corporate Seal Available

- a) The Executive Board may obtain a corporate seal.

Article XI: Waiver of Notice

Section 1. Waiver of Notice

- a) Whenever any notice is required to be given to any member, Executive Board member, officer or committee member of the WHS Chorus Boosters under the provisions of these By-Laws, the Articles of Incorporation or the South Dakota Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII: Income Tax Exempt Activities

Section 1. Maintenance of Exemption

- a) Notwithstanding any other provision of the By-Laws, no Executive Board member, officer employee, or representative of WHS Chorus Boosters shall take any action or carry on any activities on behalf of the WHS Chorus Booster not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by a corporation, contributes to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended.

Article XIII: Miscellaneous

Section 1. Indemnification Other than an Action by or in the Right of the Corporation

- a) The WHS Chorus Booster shall indemnify 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 WHS Chorus Boosters, by reason of the fact that that person is or was an Executive Board member, officer, employee, or agent of the WHS Chorus Boosters, it is or was serving at the request of the WHS Chorus Boosters as an Executive Board member, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interest of the WHS Chorus Boosters, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interests of the WHS Chorus Booster, and with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Indemnification of an Action by of in the Right of the Corporation

- a) The WHS Chorus Boosters shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the WHS Chorus Boosters to procure a judgment in its favor by reason of the fact that that person is or was an Executive Board member, officer, employee, or against of the WHS Chorus Boosters, or is or was serving at the request of the WHS Chorus Boosters as an Executive Board member, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interest of the WHS Chorus Boosters and except that no indemnification may be made in respect of any claim, issue or matter as to which such

person has been adjusted to be liable for negligence or misconduct in performance of any duty to the WHS Chorus Boosters unless an only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which the court deems proper.

Section 3. Advances

- a) The WHS Chorus Boosters may pay expenses incurred by persons identified in Article XIII, Sections 1 and 2 in defending any threatened or pending action, suitor proceeding in advance of the final deposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the WHS Chorus Boosters under this Article.

Section 4. Effect of Adoption of Indemnification Provisions

- a) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

Section 5. Rights Not Exclusive

- a) The indemnification and advancement of expenses provisions set forth in the Article shall not be deemed exclusive of any other rights to which such Executive Board member, officer, employee, or agent may be entitled under statute, agreement, or otherwise, and shall not restrict the power of the WHS Chorus Boosters to make any indemnification permitted by law.

Section 6. Insurance

- a) The Executive Board may authorize the purchase of insurance on behalf of any person who is or was an Executive Board member, officer, employee or agent of the WHS Chorus Boosters, or who is or was serving at the request of the WHS Chorus Boosters as an Executive Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as an Executive Board member, officer, employee or agent whether or not the WHS Chorus Boosters would have the power to indemnify such person against that liability under law.

Section 7. Severability

- a) If any part of this Article shall be found to be invalid or ineffective, in any action, suit, or proceeding the validity and the effectiveness of the remaining parts shall not be affected.

Article XIV: Amendments

Section 1. Amendment of By-Laws

- a) These By-Laws may be altered, amended, or repealed and new By-Laws that may be adopted by a simple majority vote of the regular members in attendance at any annual, general or special meetings of the members. The president shall appoint a By-Laws review committee every two years (in even numbered years) to review and make recommendations for the amendment of the By-Laws of the WHS Chorus Boosters.