

BYLAWS  
OF  
VALLEY BAND BOOSTERS, INC.  
(an Iowa Nonprofit Corporation)

ARTICLE 1

OFFICES

Section 1. Principal Office in Iowa. The principal office of Valley Band Boosters, Inc. (hereinafter called the “Corporation”) in the State of Iowa is located at 3650 Woodland Avenue West Des Moines, Iowa 50265-2053, Polk County, Iowa.

ARTICLE II

MEMBERS

Section 1. Members. The members of the Corporation shall be only parents and legal guardians of students enrolled in the band program at Valley High School or Valley Southwoods Freshman High School.

Section 2. Annual Meeting. The Annual Meeting of the membership shall be held in the month of May in each year, beginning with the year 2000, for the purpose of electing directors and the President, Vice President, Secretary and Treasurer of the Corporation (each of whom shall be a director elected at the Annual Meeting), and for the transaction of such other business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, the Vice President, or by a majority of the directors, and shall be called by the President or Vice President at the request of ten (10) percent of the members of the Corporation.

Section 4. Place of Meeting. The directors may designate any place as the place of meeting for any Annual Meeting or for any special meeting.

Section 5. Notice of Meeting. Notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be emailed to members, not less than seven (7) days before the date of the meeting.

Section 6. Quorum. Whatever number of members are present in person at any meeting of the members shall constitute a quorum. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting of members shall be necessary for the adoption thereof, except with respect to amending the Articles of Incorporation or dissolving the Corporation, with respect to which the greater vote as required by the Articles of Incorporation shall be required.

Section 7. Order of Business. The order of business at any meeting of members shall be determined by the President of the Corporation.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. General Powers. The affairs and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of this Corporation, including the power to adopt Bylaws and amend and alter the same, are vested in the Board of Directors. power to recommend changes to Bylaws and amend and alter the same, are vested in the Board of Directors. and will be taken to the membership for approval and adoption.

Section 2. Number, Term of Office and Qualifications. The number of voting directors shall not be less than four nor more than eight parents and/or legal guardians of band students in grades 9 through 12. Within that range, the number of directors may be changed by the Board of Directors. In addition, two people may be elected to co-hold a single director position with each director position limited to a single vote. No decrease in number shall have the effect of shortening the term of any incumbent director. In case the Board of Directors fails to fix the number of directors, the number actually elected shall be deemed to be the number of directors so fixed. The term of office of a director shall be one year or until his or her successor shall have been elected and duly qualified. Only a person who is a member of the Corporation shall be eligible to serve as a director of the Corporation.

Section 3. Quorum and Manner of Acting. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business; but if at any meeting of the Board of Directors there be less than a quorum present, a majority of the directors may adjourn the meeting, from time to time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No director shall vote by proxy.

Section 4. Resignation. Any director of the Corporation may resign at any time by giving written notice of the Board of Directors, President or to the Vice-President of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later

date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a director resigns, the director shall also be deemed to have resigned as an officer of this Corporation.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors through death or resignation and any vacancy occurring in the offices of President, Vice President, Secretary or Treasurer shall be filled by action of the Board of Directors. A director or officer so appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office and until the election of a successor by the members at the next Annual Meeting of members.

Section 6. Number of Directors Increased. In case the number of directors shall be increased by amendment to these Bylaws (subject to the limitation of no more than eight (8) directors pursuant to the Articles of Incorporation), the directorship to be filled by reason thereof shall be filled by appointment by the Board of Directors. Any director so appointed shall serve until the election of his or her successor by members at the next Annual Meeting of members.

Section 7. Place of Meetings, etc. The Board of Directors may hold its meetings and keep the books and records of the Corporation at such place or places as the Board may from time to time determine.

Section 8. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held in each year immediately following the Annual meeting of the members, and, if so held, no notice of such annual meeting need be given to any director. The Board of Directors, from time to time, may provide for the holding of other regular meetings of the Board of Directors and fix the time and place thereof. Notice of regular meetings shall not be required to be given; provided, however, that in case the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be emailed promptly to each director who shall not be present at the meeting at which such action was taken.

Attendance at Board of Directors meetings can be expanded to include additional members of the Valley Band Boosters or members of any established Advisory Committees; however, votes on actions are limited to the Board of Directors

Section 9. Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by one of the directors at such time and place as may be specified in the respective notices or waivers of notices thereof. Notice of each special meeting shall be emailed to each director at least two (2) days before the date on which the meeting is to be held. Notice of any special meeting shall not be required to be given to any director who shall waive notice of such meeting by email whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat.

Section 10. Order of Business.

- (a) At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors, from time to time, may determine.

- (b) At all meetings of the Board, the President, or in the President's absence the Vice-President, or in the absence of the President and Vice-President, the oldest director shall preside.

Section 11. Advisory Committee. The Board of Directors may establish one or more Committees and Advisory Committees. Any such committee shall serve at the will of the Board of Directors. Each such committee shall be composed of such persons and shall have the powers and duties delegated to it by the Board of Directors; provided, however, that a Committee of the Board and shall include only members of the Board of Directors, whereas an Advisory Committee may include or consist of persons who are not directors.

Section 12. If there is an issue that needs timely attention has to be voted on before the next scheduled Band Booster Board meeting the Board President can set up a vote using email. This vote will carry the same weight as a vote taken during an in person board meeting. The board will make every effort to vote on contracts and other agenda items during regular board meetings. If discussion is needed to clarify the vote for one or more voting members, a virtual or in person meeting will be scheduled

## ARTICLE IV

### OFFICERS

Section 1. Number. The officers of the Corporation shall be a President (or in the case of two people, with their consent, two co-presidents with a single vote), a Vice-President (or in the case of two people, with their consent, two co-vice presidents with a single vote), a Secretary (or in the case of two people, with their consent, two co-secretaries with a single vote), and a Treasurer (or in the case of two people, with their consent, two co-treasurers with a single vote), and other such officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Section 2. Election, Term of Office and Qualification. The President, Vice President, Secretary, and Treasurer of the Corporation shall be elected annually by the members at their Annual Meeting and until their successor shall have been duly elected and shall qualify or until their death or resignation. Applications for President, Vice President, Secretary, Treasurer and other Board position(s) will be solicited by the current President from the entire membership. The application period will be determined by the current President which will end no less than one week before the Annual Meeting. In the event multiple members are interested in the same position, the Board of Directors will decide the slate to be presented to the membership. Election of officers shall be performed by the membership present at the Annual Meeting by voting on a slate of nominees. If the slate of officers presented does not receive the majority vote, meeting attendees can present nominations from the floor. Voting by proxy shall not be allowed; only members present at the meeting shall be allowed to vote. Officers elected by the members must be members or directors, who are parents and/or legal guardians of band students in grades 9

through 12.. If an officer ceases to be a member or director, their term of office shall also terminate.

Section 3. Subordinate Officers and Agents. The Board of Directors may appoint such other officers or agents as it may deem necessary or advisable, from time to time, to hold office for such period and to have such authority to perform such duties as the Board of Directors, from time to time, may determine.

Section 4. Removal. The officers specifically designated in Section 1 of this Article IV may be removed, either for or without cause, at any special meeting of the Members, by the vote of a majority of the Members present.

Section 5. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or to the Vice-President. Any such resignation shall take effect upon receipt of such notice or at any late time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy of any office by reason of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general and complete management and supervision of the operations of the Corporation, and generally to manage and supervise the operations of the Corporation, including the investment of the corporate funds and properties. In general, the President shall perform all duties incident to the office of President and see that all orders and resolutions of the Board of Directors are carried into effect. From time to time, the President shall report to the Board of Directors all matters within knowledge which the interests of the Corporation may require to be brought to their notice. The President shall have authority (subject to any limitations prescribed by the Board of Directors) to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as may be deemed necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by the Board of Directors. The President may sign in the name of the Corporation reports and all other documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. The President shall perform such other duties as are given to the role by these Bylaws or as may be assigned to the President, from time to time, by the Board of Directors.

Section 8. Vice-Presidents. In the absence or disability of the President, or whenever requested by the President, the Vice-President may perform all the duties of the President, and, when so acting, shall have all powers and be subject to all restrictions upon the President. The Vice-President shall perform such other duties as are given to the Vice-President by these Bylaws or as from time to time may be assigned by the Board of Directors or the President.

Section 9. Secretary. The Secretary shall:

- (a) Record all proceedings of the meetings of the Board of Directors online in an archive to be kept for that purpose;
- (b) Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
- (c) Be custodian of the records of the Corporation;
- (d) See that the books, reports, statements and other documents and records required by statute are properly kept and filed;
- (e) In general, perform all duties incident to the office of Secretary and such other duties as are given to the Secretary by these Bylaws or as may be assigned, from time to time, by the Board of Directors or the President.

Section 10. Treasurer. The Treasurer shall:

- (a) Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (b) Cause the money and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such other depositories as shall be selected in accordance with Section 5 of Article V of these Bylaws or to be otherwise dealt with in such a manner as the Board of Directors may direct;
- (c) Cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized signatures of officers or agents of this Corporation from the depositories of the Corporation, and cause to be taken and preserved proper vouchers for all money disbursed;
- (d) Render to the President or the Board of Directors, whenever requested, a statement of the financial condition of the Corporation and of all transactions as Treasurer, and render a full financial report at the Annual Meeting of the Board of Directors, if called upon to do so;
- (e) Cause to be kept, at such place as the Board of Directors may determine, correct books of account of all its business and transactions, such books to be available to any director upon application at such place during business hours;
- (f) Be empowered, from time to time, to require from all officers or agents of the Corporation reports or statements giving such information as the Treasurer may desire with respect to any or all financial transactions of the Corporation;

- (g) In general, perform all duties incident to the office of Treasurer and such other duties as are given by the Board of Directors or the President.

Section 11. Compensation. No director or officer shall become a salaried employee of the Corporation or receive compensation from the Corporation except by vote of the Board of Directors.

Section 12. No West Des Moines Community School District music staff or their immediate family members may be on the Board of Directors to avoid any conflict of interest.

## ARTICLE V

### ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS

Section 1. Acceptance of Bequests, Devices and Donations. The President or Vice-President may accept any and all unconditional and unrestricted bequests, devises and donations of money and property made to the Corporation, and with the prior approval of the Board of Directors, may accept any other bequests, devises and donations.

Section 2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contract requiring execution by the Corporation, shall be signed by any authorized officer or agent provided, however, that such person or persons may delegate, from time to time, by instruments in writing, all or any part of such authority to any other person or persons, if authorized to do so by vote of the Board of Directors.

Section 3. Loans. When so authorized by the Board of Directors, any officer or agent of the Corporation may affect loans and advances, at any time, for the Corporation, secured by mortgage or pledge of the Corporation's property or otherwise, and may do every act and thing necessary or proper in connection therewith. Such authority may be general and confined to specific instances.

Section 4. Transfer of Real Estate. Unless authorized by the Board of Directors, no right or interest of any kind or nature in and to any real estate or lease of real estate shall be either (a) sold, assigned, transferred, conveyed or otherwise disposed of or mortgaged or encumbered in any manner, or (b) acquired, either by purchase, lease or otherwise, by the Corporation.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credits in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents authorized to do so by the Board of Directors.

Section 6. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of the Corporation whatsoever shall be signed by such officer or

officers, or such agent or agents, of the Corporation and in such manner as the Board of Directors, from time to time, may determine. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time to time determine.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end at the close of business on the last day of June each year.

Section 2. Non Liability. A director, officer, employee, member or other volunteer of the Corporation is not liable on the Corporation's debts or obligations and a director, officer, employee, member or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent provided by law.

If Iowa law is hereafter changed to permit further elimination or limitation of liability of directors, officers, employees, members or other volunteers of nonprofit corporations for monetary damages to the Corporation, then the liability of such director, officer, employee, member or other volunteer of this Corporation shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, members or other volunteers of this Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Section 3. Indemnification. This Corporation shall indemnify directors, officers, employees, members or other volunteers of this Corporation, and each director, officer, employee, member or other volunteer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and other reasonable expenses, actually incurred by such director, officer, employee, member or other volunteer relating to such person's conduct as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such director's, officer's, employee's, member's or other volunteer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from



which such director, officer, employee, member or other volunteer derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such director, officer, employee, member or other volunteer shall be adjudged liable to the Corporation.

Section 4. Corporate Powers and Purposes. The Corporation is organized and shall be operated exclusively and irrevocably for educational and charitable purposes.

Section 5. Prohibited Transactions. No part of the net earnings of this Corporation shall inure to the benefit of any individual and no part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Upon the dissolution or termination of this Corporation, whether voluntary or involuntary, all property of the Corporation shall be distributed in accordance with the provisions of Article IX of the Articles of Incorporation of the Corporation.

No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to participate in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

This Corporation shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States, or any amendment thereto.

The Corporation shall not:

- (a) Lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to;
- (b) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- (c) Make any part of its services available on a preferential basis, to;
- (d) Engage in any other transaction which results in a substantial diversion of its income or corpus, to;

Any person who has made a substantial contribution to this Corporation.

Section 9. Informal Action by Members or Directors. Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

Section 10. Tax Returns. The Treasurer shall supervise the preparation of tax returns by independent accountants, and the tax returns shall be signed by the President or Vice President.



ARTICLE VII

AMENDMENTS TO BYLAWS

All bylaws of the Corporation shall be subject to amendment, alteration or repeal and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of at least a majority of the whole Board of Directors given at any meeting, the notice or waiver of notice of which shall have summarized or set forth in full the proposed amendment.

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Anna Brown, Secretary