

**Bylaws  
Of  
F.C. Singers, Inc.  
Doing Business as FC Choirs, Inc.**

**Article 1  
Offices**

**Section 1. Principal Office**

The principal office of the corporation is located in Marion County, State of Indiana.

**Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

### **Section 3. Other Offices**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **Article 2 Nonprofit Purposes**

### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be:

- (a) To support instruction for artistic expression through music and dance performances of the F.C. Choirs Show Choirs and;
- (b) To provide support to enable the F.C. Choirs Show Choirs, Franklin Central High School, hereafter referred to as FC Choirs to travel and participate in performances and to support the need for appropriate costumes and equipment and;
- (c) To sponsor special events related to music and art in order to promote music and dance forms as well as other performing arts forms by the corporation's performing group as well as other community performing groups and;
- (d) To directly engage in and to provide facilities and equipment for others to engage in the promotion of the arts, generally.

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have between 7 and 9 directors and collectively they shall be known as the Board of Directors.

### **Section 2. Qualifications**

Directors shall be of the age of majority in this state. The majority of the Board of Directors shall be parents of current FC Choirs student members. Other qualifications for directors of this corporation shall include an interest in the FC Choirs organization, an interest in serving the community, and an interest in and an appreciation for the arts.

### **Section 3. Powers**

Subject to provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Boards of Directors.

### **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

### **Section 5. Term of Office**

Each director shall hold office for a period of one year and until his or her successor is elected and qualifies.

## **Section 6. Compensation**

Directors shall serve without compensation from the corporation. However, on occasion, they shall be allowed reasonable advancement or reimbursement of expenses provided these expenses have been approved in advance and incurred in the performance of their duties.

## **Section 7. Place of Meetings**

Meetings shall be held at the principal office (Franklin Central High School, Indianapolis, Indiana) of the corporation unless otherwise provided by the board of or at such other place as may be designated from time to time by resolution of the Board of Directors. With appropriate notice, meetings may also be conducted via electronic meeting platform.

## **Section 8. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least 10 months a year. Date shall be the last Monday of the month at 6:30pm unless otherwise advertised.

If this corporation makes no provision for members, then, at the regular meeting of directors held in April, directors shall be elected by the Board of Directors. Voting for election of directors shall be by written ballot. The Nominating Committee of the Board will recommend candidates for election by the Board. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

## **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the Executive board, or by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of corporation or, if different, at the place or electronic platform designated by the person or persons calling the special meeting.

## **Section 10. Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings. At least one week prior notice shall be given the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic reminder, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting..
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting shall

be equivalent to the giving of such notice.

### **Section 11. Quorum for Meetings**

A quorum shall consist of at least a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### **Section 12. Majority Action As Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the designated Vice President or, in the absence of each of these person, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

### **Section 14. Vacancies**

Vacancies on the Board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

## **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state

## **Section 17. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be a President, Vice President of Operations & Marketing, Vice President of Events, Vice President of Fundraising, Secretary, Treasurer, and Executive Director.

### **Section 2. Qualifications**

Any person who is a member of the Board of Directors may serve as an officer or standing committee chair of this corporation.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Normally, officers are elected by the Board at the April membership meeting.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any officer other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

## **Section 6 – Duties of Board Officers**

Required to attend board meetings and general membership meetings or provide notice;

Transact necessary business in the intervals between board meetings;

Present reports (as requested) at regular meetings of the organization;

Board Officers shall keep detailed records of their activities in a “procedure manual” or on-line storage (Shared digital storage or replacement program thereof) to be handed down each year to their successor;

Each Officer shall deliver all official documentation and any materials or supplies to his/her successor during the May “transition meeting” and no later than June 1st ;

***Board Officers shall ensure that the organization, through its practices and policies, does not violate such rules and regulations that would jeopardize the organization’s tax-exempt or non-profit status.***

## **Section 7. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time Directors. The President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors. President shall ensure the Audit Committee activities are conducted.

## **Section 8. Duties of Vice Presidents (Operations & Marketing; Events; Fundraising)**

### **Vice President of Operations and Marketing**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President of Operations and Marketing shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President of Operations and Marketing shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors. Role is responsible for operational activities including ticketing, staging, parent hospitality, and public relations. This role is also part of the executive board.

### **Vice President of Events**

The Vice President of Events shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors. Role is responsible for organization events including Hoosier Show Choir Classic, student meals, banquets, silent auction and other similar events.

### **Vice President of Fundraising**

The Vice President of Fundraising shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors. Role is responsible for student fundraising and general fundraising.

## **Section 9. Duties of the Secretary**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Maintain an electronic controlled roster of all members Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney; on request therefor, the Bylaws, the membership book and minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident of the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Section 10. Duties of Treasurer**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of Directors, taking proper vouchers for such disbursements.

Ensure appropriate separation of duties for any assisting roles including coverage of accounts payable and student account management.



Ensure clear and separate accounting for scholarship and financial aid/student award funds.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 11. Executive Director**

The Executive Director of the Board shall serve as a liaison between the school corporation and high school administration, FC Choirs, parents, boosters, and the FC Choirs, Inc Board of Directors. Whenever possible, the Executive Director should be an acting Director of the FC Choirs, Inc show choirs. The Executive should maintain contact with the Franklin Central High School Principal and business officers of the high school and Franklin Township School Corporation.

### **Section 12. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

### **Section 13. Additional/Shared Offices**

The Executive Committee shall have the power to create or amend additional board positions' as it deems necessary. Each executive board committee position may be shared in the event that no one person is nominated for that role. In this event, an approval by the remaining members of the executive board is required, with the requirements that no more than two people may share the position and will split the vote with a ½ vote each.

## **Article 5 Committee**

### **Section 1. Executive Committee**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of **ALL** board officers (executive director, president, vice president of operations & marketing, secretary and treasurer) and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

## **Section 2. Nominating Committee**

The Nominating Committee shall recommend nominations for new directors and officers in writing to the Board of Directors at least two weeks prior to the April 15th Board meeting at which time new Directors and Officers will be elected. The Nominating Committee for Board membership shall include a total of three members and shall be appointed by the President of the Board of Directors. The Nominating Committee shall include at least two members of the Board of Directors who are the parents of students currently active as members of the FC Choirs and shall also include and be chaired by a Director of FC Choirs Show Choir whenever the director is a member of the Board of Directors.

## **Section 3. Advisory Committee**

The Advisory Committee shall be made up of current parents of FC Choir participants. All parents of current student members of FC Choirs shall be eligible to attend the Advisory Committee Meeting. The Committee shall meet at least twice per year and each meeting shall be chaired by the Executive Director of the FC Choirs or President of FC Choirs, Inc. It is recommended these meetings shall take place in April and October of each year. The purpose of the committee is to maintain contact with and seek input from parents of current members of FC Choirs and to provide updated information about the FC Choirs and board activity. Minutes of each meeting shall be taken and presented at the next meeting of the Board of Directors of FC Choirs, Inc.

## **Section 4. Scholarship Committee**

The Scholarship Chair or Co-Chairperson(s) are responsible for planning and coordinating a successful application process.

***The criteria for the scholarship will be merit based and include:*** a personal resume, academic transcript and essay response. The content of the essay should include a personal statement with reflection about what impact their participation in Choir has had on them during their High School tenure;

Shall consist of at least three (3), but no more than seven (7) “General Membership” volunteers (an odd number), led by someone appointed from the Executive Board.

The appointed Executive Board officer shall not have a student that is a senior;

The committee members must not have relatives who are seniors in the program;

This function shall govern scholarships at the direction of the Executive Board and in accordance with documented policy and procedural guidelines;

The Scholarship Committee function shall be to narrow the applicant pool to a final number based on the number of scholarships to be awarded as directed by the Executive Board;

Three professionals, unaffiliated with the Choir Program, in order to achieve a completely unbiased decision, will make further review of the finalists;

The organization shall neither consider nor offer any non-academic scholarships;

The scholarship amount and number of awards given shall be determined annually by the Executive Board;

Accounting of funds for scholarships must be separate and clearly identifiable as scholarships

FC Singers and High Voltage show choirs will each have a \$1000 scholarship (providing funding is available). Recipients for these two scholarships will be selected by the choir directors. The following guidelines will also apply to all scholarships.

The scholarships will be non-renewable;

The scholarship payment shall be made to the academic institution the recipient will be attending following graduation;

Selected students are responsible for contacting either Treasurer or President **no later than July 1st** to provide scholarship payment information; such as:

Name and address of school attending  
Financial Aid Department contact name, email address & telephone number  
Student financial account number.

## **Section 5. Financial Aid & Student Awards Committee**

The financial aid and student awards committee shall be chaired by the Treasurer and consist of the Executive Board and the choir directors.

The FC Choirs, Inc. Executive Board of Directors will review each application in a private and confidential manner. Funds will be offered in the form of matching funds. For example, for each dollar earned via fundraising or student family payments, FC Choirs, Inc. will match that amount, up to a pre-determined limit. Amount of funds offered are determined by need and by availability of funds.

Financial assistance is subject to two of the following criteria:

- a. The student must participate in fundraising activities to earn assistance or
- b. the student must have evidence of efforts to secure ads.
- c. parents or student must volunteer and work extra shifts for choir events (i.e. HSCC) as outlined by committee
- d. student-driven payments funded through own student income.

Decisions on awards of financial aid will be documented.

Student awards are determined via application/nomination and board votes. Funds for these awards are donations received for general student assistance.

## **Section 6. Audit Committee**

The Audit Committee shall consist of Executive Board minus any roles involved in financial transactions.

The Treasurers' records may be audited at the Executive Board's discretion;

At the end of the fiscal year the financial books of the organization shall be audited by an independent outside source (non executive board officers) with a financial background.

The Audit Committee may select from the "General Membership" or from an outside CPA company; as approved by the Executive Board.

The Treasurer, nor any other account signatory will be members of the audit process.

The Treasurer shall submit financial records to the *Audit Committee* as requested;

The Audit Committee shall be responsible for conducting an annual audit of the FC Choir books and bank statements after the end of the organization's fiscal year April 30th. After completing the audit, the Audit Committee will present its report within the next quarter or have agreement on adjusted timing from the board.

All documentation and pertinent information related to the audit process is to be given to the President for filing and retention.

## **Section 7. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **Section 8. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Article 6**

### **Execution of Instruments, Deposits and Funds**

#### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it

liable monetarily for any purpose or in any amount.

## **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by either the Treasurer or the Executive Director of the corporation.

## **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks; trust companies or other depositories as the Board of Directors may select.

## **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

# **Article 7 Corporate Records, Reports and Seal**

## **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of hits properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office house.

## **Section 2. Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and comments of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

### **Section 4. Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 5. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) 3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 10(c) (2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purpose of this corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes

within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Article 9 Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors. Approved bylaw amendments defining new or adjusting board positions will be adopted at the next school year board election. Previous bylaws are in effect for position responsibilities until the next election.

## **Article 10**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation

*Rev 11-01-2020*