

**By-Laws
Of
Muscatine Choral Boosters**

Article One
Muscatine Choral Boosters

The name of this association shall be Muscatine Choral Boosters.

Article Two
Principal Office

The principal office of the association shall be at 2705 Cedar Street, Muscatine, Iowa 52761. The association may have such other offices as may from time to time be designated by its members or its executive committee.

Article Three
Purposes

The general nature of the business to be conducted and transacted by this organization shall be:

1. To establish a parent support group for the choral music activities at Muscatine High School. To support education and social welfare through choral music,
2. These purposes shall be accomplished on a strictly nonprofit basis.

Article Four
Membership

Membership in this organization shall be open to all parents of students involved in the Muscatine High School vocal music department and other people in the City of Muscatine and its surrounding area who are interested in the development of Muscatine High School vocal music programs and are willing to give of their time and talents toward this goal. No annual dues will be required.

Each active member shall be entitled to one vote in the affairs of the association.

Article Five
Annual Membership Meeting

1. Annual Meeting. The Annual Meeting of the membership shall be held each year, beginning with the year 2001 at such time and place as fixed by the Board of Directors or by the President. Unless a different time and place shall be fixed by the Board of Directors or by the President, the annual meeting shall be held in

- January. If in any year the annual meeting is not held on or before said day and if written notice of the annual meeting as provided in the By-laws is not given on or before said day, the annual meeting shall be called and the time and place thereof fixed as soon thereafter as may be convenient, by the President or by the Board of Directors.
2. Special Meetings. Special meeting of the membership, for any purpose or purposes, may be called and the time and place thereof fixed by the Board of Directors or by the President.
 3. Notice of Member's Meetings. Notice of meetings shall be given by the association newsletter of announcement at least one week before the meeting.
 4. Eligibility to Vote. For the purpose of determining members entitled to vote at any meeting, all active members shall be entitled as determined by these By-laws.
 5. Vote Required for Action. The affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Iowa Business Corporation Act, the Articles of Incorporation or the By-laws.
 6. Voting by Ballot. Voting on any question or in any election may be viva voce unless the presiding officer shall order or any member shall demand that voting be by ballot.
 7. Organization. The President or other designated officer, as provided in these By-laws, shall preside at each meeting of members; but if the President or designated officer shall be absent or refuse to act, the members may choose a Chairman to preside at the meeting. The Secretary or an Assistant Secretary, as provided in these By-laws, shall act as Secretary of each meeting of members, but if the Secretary and each Assistant Secretary shall be absent or refuse to act, the members may choose a temporary Secretary to act as Secretary of the meeting.

Article Six

Board of Directors

1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may exercise all such powers of the cooperation and may do all such lawful acts and things as are not by law or by the Articles of Incorporation or these By-laws expressly required to be exercised or done by the members.
2. Election of Directors. The members shall elect Directors at each annual meeting to serve one year term. The election of the Directors may be conducted by ballot, but need not be conducted by ballot unless required by a rule, regulation, or motion adopted by the members.
3. Number, Tenure and Qualifications. The number of Directors which shall constitute the Board of Directors shall be not more than twelve. The number of Directors may be increased or decreased from time to time by amendment of this Section, but no decrease shall the effect of shortening the term of any incumbent

- Director. A Director may resign at any time by filing his written resignation with the President or Secretary of the Corporation.
4. Vacancies. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Directors then in office, even if less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office. However, any Directorship to be filled by reason of an increase in the number of Directors shall be filled by elections at an annual meeting or at a special meeting of members.
 5. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places as may be fixed by resolution or motion adopted by the Board of Directors from time to time, without notice other than such resolution or motion.
 6. Special Meetings. Special meetings of the Board of Directors may be called, and the time and place thereof fixed, by the President or by a majority of the Directors then in office.
 7. Quorum. Except as otherwise expressly provided by law or by the Articles of Incorporation or these By-laws, a majority of the number of Directors fixed by these By-laws shall constitute a quorum at any meeting of the Board of Directors.
 8. Vote Required for Action. Except as otherwise provided in these By-laws, the affirmative vote of a majority of Directors fixed by these By-laws shall be required for and shall be sufficient for the adoption of any motion or resolution or the taking of any action at any meeting of the Board of Directors.
 9. Voting. Each Director (including, without limiting the generality of the foregoing, any Director who is also an officer of the corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors.
 10. Organization. The President or a President-Elect, as provided by these By-laws, shall preside at each meeting of the Board of Directors; but if the President and each President-Elect shall be absent or refuse to act, the Board of Directors may choose a Chairman to preside at the meeting. The Secretary or an Assistant Secretary, as provide in these By-laws, shall act as Secretary of each meeting of the Board of Directors; but if the Secretary and each Assistant Secretary shall be absent or refuse to act, the Board of Directors may choose a temporary secretary to act as Secretary of the meeting.

Article Seven

Nonprofit Basis

1. The elected officers and directors of this organization shall serve without pay; that no part of funds of this organization and no part of its net earnings shall inure to the benefit of or its net earnings shall inure to the benefit of, or be distributable to its members, officers, directors or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three of the Constitution of this organization, including for such purposes the making of distributions to organizations that

- qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or corresponding provision of a future United States Internal Revenue Law).
2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the organization shall not participate in, or intervene in (including of the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Law.
 4. Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District court of the State of Iowa, in and for the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Eight
Officers

1. Number and Designation. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.
2. Election or Appointment of Officers. These officers shall be elected at the May regular meeting. Officers shall assume their official duties following said election on June 1 and shall serve a term of one years and/or until their successors are selected.

Handwritten note in margin:

elect in May incoming & outgoing in June. New officers in July 1st

Article Nine
Duties of the Officers

1. The President shall preside at all meetings of the organization and shall perform all other duties usually pertaining to the office.

2. The Vice President shall act as an aid to the President and shall perform the duties of the President in the absence of that officer.
3. The Secretary shall keep a correct record of all meetings of the Organization and shall perform such other duties as may be delegated to him.
4. The Treasurer shall receive all moneys of the Organization, shall keep an accurate record of receipts and expenditures; and shall pay out local funds only as authorized by the Organization. The Treasurer shall present a statement of the Organization. The Treasurer shall present a statement of account at every meeting of the Organization and at other times when requested and shall make a full report at the annual meeting. An annual written financial report will be available upon request.

Article Ten
Parliamentary Authority

Robert's Rules of Order Revised shall govern this organization in all cases to which they are applicable and in which they are not in conflict with these By-laws.

Article Eleven
Amendments

These By-laws may be amended, repealed, or altered, in whole or part, by a two-thirds vote at any duly organized meeting of the association.

Article Twelve
Liabilities

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these By-laws, excepting only acts or omissions arising out of his willful misfeasance.

Sue Slight, President