

**BYLAWS
OF
LUX MIDDLE SCHOOL BOOSTERS**

ARTICLE I. PURPOSE

The objects and purposes to be transacted, promoted and carried on by the Lux Middle School Boosters, and the nature of the activities to be conducted by it are as follows:

Goal: To promote relationships among the school, parents, and teachers and support student activities at Lux Middle School.

In order to best achieve the goal and purposes stated in the Articles of Incorporation, the following Bylaws have been adopted to govern the procedures and activities of the Lux Middle School Boosters.

ARTICLE II. OFFICES

The principal office of the Corporation in the State of Nebraska will be located at 7800 High Street, in the City of Lincoln, County of Lancaster. The Corporation may have such other offices, either within or without the State of Nebraska, as the Executive Board may determine or as the affairs of the Corporation may require from time to time.

The Corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Executive Board.

ARTICLE III. MEMBERS

Section 1. Class of Members. The Corporation shall have one class of members. Membership is open to individual parents or guardians of students currently enrolled in Lux Middle School. Membership shall be on a year-to-year basis, based upon the school year. Each member shall be required to pay dues to the Corporation, in such amounts and at such times as determined by the Executive Board. New members may be added at any time.

Section 2. Voting Rights. Members shall be voting members. Each member shall have one vote.

Section 3. Termination of Membership. Membership of the parent or guardian is automatically terminated upon graduation or withdrawal of the student from Lux Middle School.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 5. Reinstatement. Upon written request signed by the former member and filed with the Secretary, the Executive Board may, by a majority affirmative vote reinstate such former member to the membership on such terms as the Executive Board may deem appropriate.

ARTICLE IV. MEETINGS

Section 1. Meetings. A meeting of members shall be held at least four times during the school year (two in the fall and two in the spring) announced at the beginning of the school year, unless otherwise designated by the Executive Board. Members shall be notified one week prior to each meeting of the location.

Section 2. Annual Meeting. An annual meeting of the members shall be held in March in each calendar year. At the annual meeting, each member in good standing shall have a single vote for the purpose of electing Executive Board Members for the coming year. If the election of Executive Board Members is not held at such meeting, such election will be held as soon thereafter as is convenient.

Section 3. Special Meetings. Special meetings may be called by or at the request of the President or any two members of the Executive Board.

Section 4. Notice. Notice of any special meeting will be given at least two days prior thereto by electronic transmission or written notice delivered personally or sent by mail to each member at his/her address as shown by the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any member may waive notice of any meeting. The attendance of a member at any meeting will constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. At any meeting of the members of the Corporation, a majority of members present and voting on a matter shall constitute a quorum on that matter.

ARTICLE V. EXECUTIVE BOARD

Section 1. General Powers. The affairs of the Corporation will be managed by its Executive Board.

Section 2. Number, Tenure and Qualifications. The number of Board Members shall not exceed nine (9) and consist of up to seven (7) parents/guardians, at least one of whom must be a Sixth Grade parent/guardian; a teacher representative appointed by the Principal; and the Principal. The term shall be from April 1 to March 31 of the subsequent year. Immediate past Board Members of the Executive Board will assist with the transition to new Board Members in April and May.

Section 3. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the President or a majority of the Board Members.

Section 4. Notice. Notice of any special meeting of the Executive Board will be given at least two days prior thereto by electronic transmission or written notice delivered personally or sent by mail to each Board Member at his/her address as shown by the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting will constitute a waiver of notice

of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Executive Board Members in office will constitute a quorum for the transaction of business at any meeting of the Executive Board; but if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the Board Members present at a meeting at which a quorum is present will be the act of the Executive Board, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Vacancies. Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining Board Members, though less than a quorum of the Executive Board. A Board Member elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

Section 8. Compensation. Board Members as such will not receive any stated salaries for their services, but nothing herein will be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. Informal Action by Board Members. Any action required by law to be taken at a meeting of Board Members, or any action which may be taken at a meeting of Board Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Board Members.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Corporation will be a President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Treasurer. The same person holding two or more offices is entitled to one vote. Two persons may hold the same office as co-officers. Co-officers are entitled to one vote for the office and are counted as a single member for purposes of the number of Board Members set forth in Article V, Section 2.

Section 2. Election and Term of Office. The officers of the Corporation will be elected annually by the Executive Board at the March meeting of the Executive Board. If the election of officers is not held at such meeting, such election will be held as soon thereafter as is convenient. Each officer will hold office until his/her successor is qualified and has been duly elected.

Section 3. Removal. Any officer elected or appointed by the Executive Board may be removed by the Executive Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed. An absence from more than three Executive Board meetings enables the Executive Board to remove a person from office by simple majority vote. Removal from office constitutes removal from the Executive Board.

Section 4. Vacancies. If there is a vacancy in the office of President, the Vice President will become the President for the unexpired portion of the term. At the next regularly scheduled Executive Board meeting, a new Vice President will be elected by the Executive Board for the unexpired portion of the term. If there is a vacancy in any other office, the Executive Board will elect a replacement to serve for the remainder of the unexpired term at their next Executive Board meeting.

Section 5. President. The President will be the principal executive officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. He/she will

- a. conduct all Executive Board and General meetings and prepare the agendas for said meetings;
- b. serve as the primary contact for the principal;
- c. represent the Corporation at meetings outside the Corporation, including school district-wide meetings, as necessary;
- d. sign, with the Secretary or any other proper officer of the Corporation authorized by the Executive Board, deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Executive Board or by these Bylaws or by statute to some other officer or agent of the Corporation;
- e. prepare the Corporation's calendar with the aid of the principal and Executive Board Members;
- f. prepare the budget for the new fiscal year with the new Treasurer; and
- g. perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

Section 6. Vice President. The Vice President will

- a. assist the President;
- b. perform the duties of the President, in the absence of the President or in the event of his/her inability or refusal to act, and when so acting, will have all the powers of and be subject to all the restrictions upon the President;
- c. take minutes when the Secretary is not present; and
- d. perform such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

Section 7. Secretary. The Secretary will

- a. keep all records of the Corporation;
- b. keep the minutes of the meetings of the Board Members and of the Executive Board in one or more books provided for that purpose;
- c. make minutes of meetings available to the President for posting to the Corporation's website;
- d. review, recommend updates annually, and maintain a working knowledge of these bylaws and distribute copies as necessary;
- e. write correspondence as directed by the Executive Board;
- f. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- g. keep a register of the post office address of each Board Member which shall be furnished to the Secretary by such Board Member; and
- h. perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

Section 8. Treasurer. If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Executive Board shall determine. The Treasurer will

- a. have charge and custody of and be responsible for all funds and securities of the Corporation;
- b. receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article IX of these Bylaws;
- c. keep full and accurate record of receipts and expenditures in books belonging to the Corporation;
- d. pay out funds in accordance with the approved budget or as authorized by the Executive Board and cause checks to be signed by two persons as follows: Treasurer AND President, Vice President, or Secretary in the order listed here;
- e. present financial statements and reports at every meeting and at other times of the year when requested by the Executive Board, and make a full report at the end of the year or when requested by the Executive Board;
- f. prepare the budget for the new fiscal year with the new President;
- g. prepare and submit all necessary materials for a review when directed to do so by the Executive Board;
- h. cause any necessary tax returns or reports to be made to the Internal Revenue Service as may be required by law;
- i. monitor and renew tax-exempt and 501(c)(3) status; and
- j. perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

ARTICLE VII. COMMITTEES

Section 1. Committees. The Executive Board, by resolution adopted by a majority of the Members in office, may designate and appoint one or more committees, each of which shall consist of one or more chairperson(s) and a designated number of committee members. No such committee shall have the authority of the Executive Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Board member or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Executive Board which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual Board member, of any responsibility imposed upon it or him/her by law.

Section 2. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One or more member of each committee shall be appointed chairman by the

person or persons authorized to appoint the members thereof. Each chairperson of a standing committee shall report on a regular basis to the Executive Board the activities of their committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Board.

ARTICLE VIII. INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a Board Member, officer, employee, or agent of the Corporation, or is or was serving at the Corporation's request as Board Member, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his/her part or on the part of the Corporation's Board Members, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the Corporation's best interests, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The Corporation shall have the power to make other additional indemnifications that may be authorized by the Articles of Incorporation, Board Members' resolutions, or duly enacted Bylaws. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the Corporation's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

However, no indemnification shall be made in respect to any claim, issue, or matter wherein such person shall have been adjudged to have been liable for neglect or misconduct in the performance of his/her corporate duty, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

To the extent that a Board Member, officer, employee or agent of the Corporation has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in the first two paragraphs of this Article, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

The indemnifications provided in these Bylaws for Board Members, officers, employees, and agents

are directly created and accorded without the need of any affirmative act on the part of the Board Members, officers, employees, or agents, and, subject to the conditions and limitations of the first two paragraphs of this Article, such indemnification rights may be asserted and proceeded upon by any Board Member, officer, employee, or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or in behalf of the Board Member, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in these Bylaws.

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

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 2. Checks, Drafts, and Orders for the Payment of Money. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed in accordance with Article VI.

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 Executive Board may select. A member whose duties require collection of Corporation funds shall supply the Treasurer with an accurate record of such income.

Section 4. Gifts. The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers or Board Members.

Section 6. Budget. A budget shall be prepared in advance of each school year, reviewed by the Executive Board, and approved by a majority vote of the members present at the first general Corporation meeting of the school year. Money raised by the Corporation shall be spent as specified in the approved budget. Any additional expenditure must be approved by a majority vote of the Executive Board. The Corporation shall not be liable for any non-budgeted monetary expenditure without submission of such expenditures to the Executive Board for approval.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board. All books and records of the Corporation may be inspected by any Board Member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII. SEAL

The Executive Board may, but need not, provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the Corporation's bylaws.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, 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 XV. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board Members present at any regular Executive Board meeting or at any special Executive Board meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XVI. EXEMPT ACTIVITIES

Notwithstanding any other provision in these Bylaws, no Board Member, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a Corporation exempt under Section

501(c)(3) of the Internal Revenue Code and its regulation as they now exist or as they may hereafter be amended.

ARTICLE XVII. CONFLICT OF INTEREST

Each of the Corporation's officers and Board Members shall act at all times in a manner that furthers the Corporation's charitable purpose and shall exercise care that he/she does not act in a manner that furthers his/her private interests to the detriment of the Corporation's public benefit purposes. A conflict of interest can be considered to exist in any instance where the actions or activities of an individual on behalf of the Corporation also involve the obtaining of a direct or indirect personal gain or advantage or an adverse or potentially adverse effect on the interest of the Corporation. The Corporation's officers and Board Members shall avoid conflicts of interest and otherwise fully disclose to the Corporation any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the Corporation. The Corporation and all its officers and Board Members shall comply with any policies of the Corporation regarding conflicts of interest as well as all requirements of Nebraska law regarding such conflicts, and shall complete any and all such disclosure forms as may be deemed necessary or useful by the Corporation for identifying potential conflicts of interest.

These Bylaws were adopted by the Executive Board at its _____ meeting to be effective immediately.

Jodie Paprocki, President

Angela Melton, Vice President

Cara Frost, Secretary

Andrea Davenport, Treasurer

Jacey Rademacher, 6th Grade Representative

Lori Feldman, Teacher Representative

Duane Dohmen, Principal