

# **BYLAWS OF THE LAKEWOOD PERFORMING ARTS COUNCIL**

(A Colorado Nonprofit Corporation)

November 1, 2000

Amended August 14, 2002

## **Section 1 – Names and Offices**

- 1.1 The name of the corporation shall be Lakewood Performing Arts Council, known herein as “the corporation”.
- 1.2 The principal office of the corporation shall be at Lakewood high School, 9700 West 8<sup>th</sup> Avenue, City of Lakewood, County of Jefferson, State of Colorado, unless the board of directors designates a different principal office or offices.
- 1.3 The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office and is identical with such registered office. The name of the initial registered agent and his address are Douglas G. Harris, Lakewood High School, 9700 West 8<sup>th</sup> Avenue, Lakewood, CO 80215. The corporation may change it’s registered agent of office or both upon filing a statement in the office of Secretary of State of Colorado, or by otherwise complying with the relevant Colorado law in effect at the time of said change or changes.

## **Section 2 – Nonprofit Purpose**

- 2.1 The charitable and educational purpose of the corporation is to support the public school known as Lakewood High School by providing essential resources for its instrumental music program to the end of enhancing the musical talents and experiences of Lakewood High School Students as well as enriching their appreciation and knowledge of music. To implement this purpose, the corporation shall maintain and effective, practical relationship with the teacher employed by the School District to direct and operate the music program, and perform its work under that teacher’s supervision or guidance.
- 2.2 The corporation is not organized for pecuniary profits, and shall implement its charitable and educational purpose in accordance with any restrictions or limitations imposed by the provisions of the Internal Revenue Code of 1986, as amended regarding (i) a corporation that is exempt from taxation under Section 501(c)3 of the Code; (ii) a corporation that is not a private foundation in accordance with Section 509(a)(1), (a)(2), or (a)(3) of the Code; and (iii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **Section 3 – Board of Directors and Meetings**

- 3.1 The board of directors shall manage the business of the corporation. The directors shall be natural persons at least eighteen years of age or older, and they may also serve as officers of the corporation. The number of directors shall be no fewer than three and no greater than fifteen. The initial directors are the four incorporators of the corporation, as specified in the Articles of Incorporation. Each director shall serve for a term of one year commencing on the date of his or her appointment, except for the initial directors who shall serve until the date of the first annual meeting in the year 2001, provided however that any director may resign at any time by giving written notice to the board. Such resignation shall take place on the date specified in the notice, or if no date is specified, on the date such notice is received by the board. Except for the initial directors described above and the “replacement directors” described below in this paragraph 3.1, all incumbent directors who shall take into account, among other things, the preferences of the membership in a manner and to the extent that the directors deem appropriate. In the event of a vacancy on the board caused by death, removal, resignation, illness or incompetence of a director, which vacancy results in the number of directors totaling less than three, the board of directors shall elect a “replacement director” by a majority vote at a regular or special meeting, after taking into account, among other things, the preferences of the membership in a manner and to the extent that the directors deem appropriate. If failure to fill such a vacancy does not result in the number of directors totaling fewer than three, the board of directors shall exercise its discretion to determine whether to elect a replacement director. Directors may be elected for successive terms. Any director may be removed by a two-thirds vote of the full board of directors at a regular or special meeting whenever the interests of the corporation would be served thereby.
- 3.2 At any meeting of the board of directors, a majority of the members of the board shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the vote of the board of directors, unless the vote of a greater number is required by law, by the Articles of Incorporation, by these bylaws, or by resolution of the board.
- 3.3 The annual meeting of the board of directors shall be held on such a date and at such a time and place as the board determines by resolution. Unless otherwise specified in the minutes, the board’s final, monthly meeting of the school year shall be deemed the annual meeting. The purposes of the annual meeting shall be to elect directors and officers, to hear and consider the president’s full report of the year’s work, to set the schedule of dues for membership in the corporation as explained in Section 5.2 below, and to transact such other business as the board deems appropriate. The director of instrumental music at Lakewood High School (herein referred to as the “instrumental director”) and the members of the corporation shall be invited to the annual meeting. The vice-president shall give

- notice of the date, time and place of the annual meeting to the directors and officers and to the instrumental music director and the members. Notice shall be provided in such a manner and at such time as will, in the judgment of the board, maximize attendance at the meeting.
- 3.4 Regular meetings of the board of directors shall be held on the second Wednesday of each month in the band room of Lakewood High School, and may be held without notice other than this bylaw. By resolution, the board may change the time or place of any regular meetings, or cancel any regular meeting without notice other than such resolution. Unless otherwise resolved by the board, such meetings shall be open to the instrumental music director and to the membership, and shall be chaired by the president of the corporation whenever the president is also a member of the board.
- 3.5 Special meetings of the board of directors may be called by or at the request of any member of the board, the president, or the director of the instrumental music program. The person or persons calling such a special meeting shall fix its time and place. Such person or persons shall also give notice of the purpose, time and place of the meeting to the directors and officers, and if appropriate, to the instrumental director and the members, in a manner and at a time reasonably calculated to maximize attendance at the meeting.
- 3.6 Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors. Such a consent shall be implied whenever a quorum of the directors votes on such action via e-mail, and the results of the e-mail vote are forwarded to and printed or otherwise recorded by the secretary.
- 3.7 Members of the board of directors may hold or participate in a meeting of the board of directors by means of a conference telephone or similar communications equipment, provided that all persons participating in such meeting can hear each other at the same time.

#### **Section 4 - Officers and Committees**

- 4.1 After taking into account, among other things, the preferences of the membership in a manner and to the extent that the board of directors deems appropriate, the board of directors shall elect by majority vote at the annual meeting the officers of the corporation, including but not limited to president, vice-president, secretary and treasurer, except that the initial officers shall be elected by the majority vote of the board at the first regular meeting of the board held in November 2000. Such officers shall have the authority and perform the duties set forth in the Articles of Incorporation and these bylaws as well as those prescribed from time to time by the board. Each officer shall serve for a term of one year commencing on the date of his or her appointment, except for the initial officers who

shall serve until the date of the first annual meeting in the year 2001, provided however that any officer may resign at any time by giving written notice to the board. Such resignation shall take place on the date specified in the notice, or if no date is specified, on the date the board receives such notice. IN the event of a vacancy caused by death, removal, resignation, illness or incompetence of an officer, the board of directors may, in its discretion, elect a replacement by majority vote at a regular or special meeting. Officers may be elected for successive terms. Any officer removed by a two-thirds vote of the full board of directors at a regular or special meeting whenever it determines that the interests of the corporation would be served thereby.

4.2 Except as otherwise provided by resolution of the board of directors, the president of the corporation shall appoint chairpersons and members of committees required to carry out the business of the corporation. Such persons shall serve for terms prescribed by the president, except that any committee chairperson or member may resign at any time by giving oral notice to the president. The president or the board of directors may remove a committee member or chairperson whenever such removal would serve the best interests of the corporation. A vacancy in the membership of any committee may be filled in the same manner as the original appointment.

## **Section 5 - Members**

5.1 The nature and extent of the powers of the members, including but not limited to their voting powers, shall be determined by the board of directors.

5.2 The members shall consist of all parties, including students, their families, alumni and members of the community, who are not ineligible by the board of directors. Every person who wants to be treated as a member shall be asked to pay annual dues imposed by the board, the amount of which will vary by "class" or "level" of membership (Such as the class or level of student, bronze baton, gold baton, platinum baton.) At each annual meeting, the board of directors shall define the class or level, and shall make appropriate arrangements for publicizing this "schedule of dues" to the end of increasing membership in the corporation.

5.3 At a regular or special meeting of the board of directors to be held prior to the winter break in December 2000, the board shall define the classes or levels of membership for the year 2000-2001, set the associated dues, and make appropriate arrangements for publicizing this schedule of dues.

5.4 At the beginning of every school year and at any other time or times that the board of directors deems appropriate, the treasurer and any other individual(s) designated by the treasurer shall attempt to collect dues from each person requesting membership in the corporation.

5.5 The president or vice-president shall preside at all meetings of the members. Regular meetings of the members shall be held on the second Wednesday of the month in the

band room of Lakewood High School, and may be held without notice other than by this bylaw. By resolution, the board may alter the time or place of any regular meeting of the members, provide for the holding of additional meetings, or cancel any regular meeting. In such cases, the board shall instruct the vice-president to provide notice of the schedule change(s) to the members of the corporation, which notice shall be given in such manner and at such time as the board deems appropriate.

### **Section 6 - Instrumental Director and Student Representatives**

6.1 The instrumental director shall attend all annual, regular and special meetings whenever, in his or her judgment, such attendance is feasible and warranted, except for such regular or special meetings that the board of directors has closed by resolution.

6.2 The instrumental director shall appoint, or cause to be elected by the instrumental music students of Lakewood High School, at least two student representatives who shall make reasonable efforts to attend any meeting of the corporation at which, in the judgment of the instrumental director, student representation is appropriate. Such representatives shall report any pertinent information to their fellow students and encourage participation in the activities of the corporation.

### **Section 7 - Banking**

7.1 All funds of the corporation shall be deposited from time to time by the treasurer to the credit of the corporation in such bank or other depository as the board of directors may determine by written resolution. The treasurer of the corporation shall have the authority to execute any banking resolutions or documents as required by banking institutions for the purpose of opening or maintaining accounts or depositories for or performing other banking business of the corporation.

7.2 All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the treasurer.

### **Section 8 - Amendment to the Bylaws**

8.1 These bylaws may be altered, amended or repealed and new bylaws adopted by a majority of the directors at any regular or special meeting of the full board of directors, except that the board may also change the bylaws when fewer than all of the directors are present as long as quorum is met and the absentee directors give to the secretary, prior to the meeting, their written consent to the enactment of changes in their absence or, soon after the meeting, their written ratification of such changes.

8.2 No amendment shall change the corporation so that it fails to comply with the restrictions or limitations imposed by Article VII of the Articles of Incorporation.

### **Attestation**

The above bylaws were approved and adopted by the board of directors of the corporation on the 1 day of November 2000.