

**BY-LAWS
OF
WILDCAT MUSIC BOOSTERS**

ARTICLE I

Name, Offices and Purpose

Section 1. NAME. The corporation shall be known as the Wildcat Music Boosters (hereinafter "WMB")

Section 2. OFFICES. The WMB shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

Section 3. PURPOSE. The purposes of the WMB are as set forth in its Articles of Incorporation, and may not be modified or amended.

ARTICLE II

Members

The WMB shall have once class of members. In order to be a member, an individual must have a student in a music program at Woodland School District 50. Each member shall have one vote.

All members shall always act in a professional and courtesy manner while participating in any WMB sponsored activity or event, including WMB meetings.

ARTICLE III

Board of Directors

Section 1. GENERAL POWERS. The affairs of the WMB shall be managed by or under the direction of its Board of Directors. The Board of Directors shall serve without compensation.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The initial Board of Directors shall have three (3) members, as named in the Articles of Incorporation. After incorporation, the Board shall have seven (7) members. The

initial Board of Directors shall serve until such time as the inaugural seven-member Board of Directors is elected by the initial Board of Directors. The members of the inaugural Board shall serve staggered terms to the effect that three (3) of the directors shall serve for a period of one year, and four (4) of the directors shall serve for a period of two years. Thereafter, the term of office for all directors shall be two years. Each director shall hold office until the expiration of his or her term and until his or her successor shall have been elected and qualified, subject to the provisions of these by-laws. Election of directors shall be made by the remaining directors and members at the regular annual meeting of the Board. The number of directors may be changed from time to time to no fewer than three (3) and no more than seven (7) in accordance with applicable law, and any change in the number of directors shall be made only by amendment of the articles of incorporation. No change in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 3. REGULAR MEETINGS. A regular meeting of the Board shall be held without other notice than these by-laws, on the second Thursday in September, November, January and April at 6:30 p.m., unless otherwise determined by resolution; the location of said meetings shall be fixed by resolution. The April meeting shall serve as the regular annual meeting of the Board. The Board may by resolution change the number of regular meetings, or the time or place of one or more regular meetings (including the regular annual meeting) without other notice than such resolution.

Section 4. SPECIAL MEETINGS. A special meeting of the Board may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board shall be given at least 2 days prior thereto by written notice to each director and member at his or her address as shown by the records of the WMB except that no special meeting or directors may remove a director unless written notice of the proposed removal is delivered to all directors and members at least 5 days prior to such meeting.

Section 5. NOTICE. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States regular mail in a sealed envelope, addressed properly, with postage prepaid thereon. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is successfully transmitted to the director at the last provided number for receiving such transmissions. Notice may be waived in writing signed by the person or persons entitled to notice either before or after the time of the meeting. The attendance of a director or member at any meeting shall constitute a waiver of notice of such meeting, except where a director or 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 Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

Section 6. QUORUM. A majority of the Board and members shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7. MANNER OF ACTING. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, these by-laws, or the articles of incorporation. No Board director may act by proxy on any matter.

Section 8. VACANCIES. Any vacancy occurring in the Board, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board. A director may be removed with or without cause at a regular or special meeting, by the affirmative vote of 2/3 of the directors then in office and members.

Section 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors and members entitled to vote.

Section 11. COMPENSATION. The Board shall serve without compensation. By affirmative vote of all of the directors then in office, the directors may be reimbursed their actual and necessary expenses, if any, of attendance at each meeting of the Board, upon substantiation of such expenses and the approval of such reimbursement by the Board.

Section 12. PRESUMPTION OF ASSENT. A director of the WMB who is present at a meeting of the Board at which action on any WMB matter is taken shall be conclusively presumed to have assented to the action taken unless his or

her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the WMB within two (2) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

Officers & Liaison

Section 1. OFFICERS. The officers of the WMB shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the WMB shall be elected annually by the Board and members at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights or rights to continued employment.

Section 3. REMOVAL. Any officer elected or appointed may be removed by the Board whenever in its judgment the best interest of the WMB would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. PRESIDENT. The President shall be the principal executive officer of the WMB. Subject to the direction and control of the Board, he or she shall be in charge of the business and affairs of the WMB; he or she shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board, and, in general, he or she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board. He or she shall preside at all meetings of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by law, the

Board or these by-laws, he or she may execute for the WMB any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the WMB and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. He or she may vote all securities which the WMB is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the WMB by the Board.

Section 5. VICE PRESIDENT. The Vice President (or in the event there would more than one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his or her duties as the President or the Board may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President; if there is more than one Vice President, the Board shall designate which Vice President shall so perform the duties of the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the WMB or a different mode of execution is expressly prescribed by law, the Board or these by-laws, the Vice President may execute for the WMB any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the WMB and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the WMB. He or she shall: a) have charge of and be responsible for the maintenance of adequate books of account for the WMB, b) have charge and custody of all funds and securities of the WMB, and c) perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as determined by the Board.

Section 7. SECRETARY. The Secretary shall: a) record the minutes of the meetings of the Board in one or more books provided for that purpose, b) see that all notices are duly given in accordance with these by-laws or as required by law, c) be a custodian of the WMB records and of the seal of the WMB, d) keep a register of the post office address and facsimile transmission number, if any, of

each director which shall be furnished to the Secretary by such director, and e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by the President or by the Board. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as determined by the Board.

Section 9. SALARIES. Officers of the WMB shall serve without compensation.

ARTICLE V

Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents of the WMB, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WMB and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the WMB shall be signed by such officer or officers, agent or agents of the WMB and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the WMB.

Section 3. DEPOSITS. All funds of the WMB shall be deposited from time to time to the credit of the WMB in such banks, trust companies, or other depositories as the Board may select. All deposited funds shall be held and invested, to the extent determined by the Treasurer to be practicable, consistent with the provisions of the *Public Funds Investment Act*.

Section 4. GIFTS. The Board may accept on behalf of the WMB any contribution, gift, bequest or devise for the general purposes or for any special purpose of the WMB.

ARTICLE VI

Books and Records

The WMB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and shall keep at the registered or principal office a record giving the names and directors entitled to vote. All books and records of the WMB may be inspected by any director or his or her attorney, for any proper purpose at any reasonable time.

ARTICLE VII

Fiscal Year

The fiscal year of the WMB shall be fixed by resolution of the Board. If no year is fixed, the fiscal year shall be July 1 through June 30.

ARTICLE VIII

Seal

The WMB seal shall have inscribed thereon the name of the WMB and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the WMB seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the WMB seal is not mandatory.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under the provisions of the *General Not For Profit Corporation Act of Illinois*, or under the provisions of the articles of incorporation or by these by-laws, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X

Inurement

No part of the net earnings of the WMB shall inure to the benefit of, or be distributable to its directors, officers, employees, members, volunteers, agents, representatives or other private persons except that the WMB shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI

Legislative or Political Activities

No substantial part of the WMB shall be carrying on of propaganda or otherwise attempting to influence legislation and the WMB shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XII

Operational Limits

Notwithstanding any other provisions in these by-laws, the WMB shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c) (3) of the *Internal Revenue Code of 1986*, or by a corporation, contributions to which are deductible under Section 170(c) (2) of the *Internal Revenue Code of 1986*.

ARTICLE XIII

Dissolution Clause

Upon the dissolution of the WMB, the Board shall, after paying or making provisions for the payment of all liabilities of the WMB, dispose of all assets of the WMB exclusively for the purposes of the WMB in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify for an exempt organization under Section 501(c)(3) of the *Internal Revenue Code of 1986*, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the WMB is then located, exclusively for such purposes of such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Indemnification

Section 1. ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE WMB. The WMB may indemnify 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 WMB) by reason of the fact that he or she is or was a director, officer, employee, volunteer or other agent of the WMB, or is or was serving at the request of the WMB as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the WMB, and with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon 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 or she reasonably believed to be in, or not opposed to, the best interests of the WMB or, with respect to any criminal action or proceedings, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 2. ACTIONS BY OR IN THE RIGHT OF THE WMB. The WMB may indemnify 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 by or in the right of the WMB to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, member, volunteer or other agent of the WMB, or is or was serving at the request of the WMB as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the WMB, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the WMB, unless, and only to the extent that the court in which such action or suite was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such

person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. RIGHT OF PAYMENT OF EXPENSES. To the extent that a director, officer, employee, member, volunteer or other agent of the WMB has been successful, on the merits or otherwise, in the defense of any action, suit or proceedings referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. DETERMINATION OF CONDUCT. Any indemnifications under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the WMB only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, volunteer or other agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made a) by the Board by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or b) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise, both as to action in his or 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 director, officer, employee, volunteer or other agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. INSURANCE. The WMB may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer or other agent of the WMB, or who is or was serving at the request of the WMB as a director, officer, employee, volunteer or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the WMB would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XV

Amendments

The power to alter, amend or repeal these by-laws or adopt new by-laws shall be vested in the Board unless otherwise provided in the articles of incorporation or by these by-laws. Such action may be taken by the affirmative of all directors then in office at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the WMB not inconsistent with the law or the articles of incorporation.

Adopted: _____

Vote: Ayes_____

Nays_____

President

Vice - President