

# **LFHS APPLAUSE CONSTITUTION AND BYLAWS**

## **ARTICLE I: Name**

The name of this corporation is LFHS Applause, a not-for-profit corporation incorporated under the laws of the State of Illinois.

## **ARTICLE II: Purpose**

The purpose of the Corporation is to be a support group for the curricular and extracurricular musical education programs at Lake Forest High School. Its activities include promotion of attendance at concerts, support of student recognition and scholarship, and enhancement of communication for the various music activities at Lake Forest High School. The Corporation is organized exclusively for charitable, educational and support purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE III: Policies**

**Section 1.** This Corporation shall support the administrative activities of the music department. It shall not seek to direct the policies or procedures of the music department.

**Section 2.** This Corporation shall be noncommercial and nonpartisan. The name of the Corporation or the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interests or for any other purpose than the regular work of the Corporation.

**Section 3.** Corporation funds are to be used to enhance and enrich the musical education of LFHS students participating in curricular and extracurricular music programs. Applause funds should not be used to supplant the monies District 115 has a responsibility to provide to fund the Music Department's budget.

## **ARTICLE IV: Membership and Dues**

**Section 1.** Membership is open to all parents and family of students involved in any curricular or extracurricular music programs, or to any other patrons (including alumni, faculty, staff, other parents) who are interested in supporting musical arts.

**Section 2.** The amount of the annual dues shall be established by the Applause Board.

## **ARTICLE V: The Applause Board**

**Section 1.** The Applause Board shall consist of the Officers of the Corporation, also known as the Executive Board and the chairs of all Corporation Standing Committees, and other positions as appointed by the president.

**Section 2.** The Applause Board shall have general supervision of the affairs of the Corporation.

**Section 3.** There shall be no fewer than four meetings of the Applause Board during a school year. Special meetings of the Applause Board can be called upon written request of five members of the Applause Board.

**Section 4.** One third of the members of the Applause Board shall constitute a quorum. A quorum is necessary to conduct a vote. Each Applause Board Member shall have a single vote on issues brought before board meetings. All motions shall pass by a majority of those present and voting.

**Section 5.** Three consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation.

**Section 6.** Any vacancy in the officers of the Corporation shall be filled by appointment by the President with the approval of the Applause Board. Any vacancy of the Chair of a standing committee shall be filled by appointment of the President.

## **ARTICLE VI: The Officers of the Corporation**

**Section 1.** The officers of the Corporation shall be a President, a First Vice President, a Second Vice President (Membership/Volunteers), a Secretary, and a Treasurer. Officers may include Co-Presidents in any given year if the membership so desires. The length of term for officers shall be one year.

**Section 2.** The President shall preside at all meetings of the Applause Board, shall be an ex-officio member of all committees except the Nominating Committee, shall appoint committee chairs with the advice of the Applause Board, and shall confer with these chairs on the selection of committee members. The President shall perform all other duties usually pertaining to the office.

**Section 3.** The First Vice President (Grants) shall perform the duties of the President in the absence or inability of that officer to act and shall assist the President when requested. The First Vice President shall direct all the grant activities of the Applause Board and shall perform such other duties as may be delegated by the President.

**Section 4.** The Second Vice President (Membership/Volunteers) is responsible for membership recruitment. This office will receive the membership applications, keep track of the members' names, donation categories and money received, and send acknowledgments. This position is also responsible for assembling and distributing volunteer lists and shall perform such other duties as may be delegated by the President.

**Section 5.** The Secretary shall keep a record of all meetings of the Applause Board, shall be in charge of general membership mailings and of keeping necessary files, shall conduct such correspondence as directed by the President, and shall perform such other duties as may be delegated by the President.

**Section 6.** The Treasurer shall keep a record of receipts and expenditures, shall produce financial statements for Applause Board meetings and for the Annual Meeting, and shall pay all expenditures incurred in the regular operation of the organization, and any special expenditures as approved by the Applause Board. This position is also responsible for completing required federal and state filings. The Treasurer shall perform such other duties as may be delegated by the President.

## **ARTICLE VII: Committees**

**Section 1.** Standing committees shall be established by the President as they are needed to carry on the work of the Corporation.

**Section 2.** The chair of each standing committee shall present the plans of the committee to the Applause Board for approval as necessary.

## **ARTICLE VIII: Nominating and Election Procedures**

**Section 1.** The nominating committee shall consist of a chair, appointed by the President, two members of the Applause Board and two Applause members at large. The Applause Board President shall make these appointments with the approval of the Applause Board at the February meeting. It shall be the duty of this committee to nominate one candidate for each office of the Executive Board. Committee chairs are appointed by the President.

**Section 2.** The report of the Nominating Committee shall be presented at the March Meeting. The proposed slate of officers shall be published to the membership at large a minimum of five days before the Annual Meeting. Additional nominations may be made from the floor by any voting member. Only those who have consented to serve if elected shall be eligible for nomination either by the Nominating Committee or from the floor.

**Section 3.** Election of the presented slate of officers shall be by voice except when there is a contest, and then election shall be by ballot. The candidate having a majority vote shall be deemed elected.

**Section 4.** The term of office shall be for one year or until such time as a successor is elected. Officers may serve an additional term in the same office, if so nominated and elected. No person shall be elected to the same office for more than two consecutive terms.

### **ARTICLE IX: Annual Meeting**

**Section 1.** The Annual Meeting shall be held between April 1 and April 30, the exact date to be determined by the Applause Board.

**Section 2.** Each Applause member shall have a single vote on issues brought before the annual meeting, and all motions shall pass by a majority of those present and voting.

### **ARTICLE X: Contracts, Checks, Deposits and Funds**

**Section 1. *Contracts.*** The Applause Board may authorize any officer or officers, agent or agents 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.

**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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Applause Board. In the absence of such determination by the Applause Board, such instruments shall be signed by the Treasurer.

**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 Applause Board may select.

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

### **ARTICLE XI: Books, Records and Offices**

**Section 1. *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 Board and committees.

**Section 2. *Offices.*** The Corporation shall maintain a registered office and a registered agent in the State of Illinois.

### **ARTICLE XII: Financial Administration**

**Section 1.** The fiscal year of the Corporation shall commence on the first day of August.

**Section 2.** A budget for the year shall be submitted by the Treasurer to the Applause Board at the August or September Board Meeting.

**Section 3.** The President shall arrange for an independent review of the Treasurer's accounts at the close of each fiscal year. This report shall be given at the first meeting of the Applause Board following the completion of the review.

### **ARTICLE XIII: Amendments**

These Bylaws or the Articles of Incorporation can be amended by a two-thirds vote of the members present and voting at the Annual Meeting. Notice of the proposed action shall be published two weeks in advance of the annual meeting.

## **ARTICLE XIV: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not in conflict with the Bylaws and any special rules the Corporation may adopt.

## **ARTICLE XV: Indemnification of Officers, Directors, Employees and Agents**

**Section 1.** The Corporation shall 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 Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, or trust, 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 proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or 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 (s)he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

**Section 2.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such people in connection with the defense or settlement of such action or suit if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests of the Corporation and except 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 Corporation 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 3.** To the extent that a director, officer, employee, or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

**Section 4.** Any indemnification under sections 1 and 2 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because (s)he has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that (s)he is entitled to be indemnified by the Corporation as authorized in this article.

**Section 6.** 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 bylaw, agreement or vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, trust 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 Corporation would have the power to indemnify such person against such liability under the provisions of these sections.

#### **ARTICLE XVI: Dissolution**

Voluntary dissolution of the Corporation shall be in accordance with the dissolution provisions contained in the Articles of Incorporation.

*Adopted January 2001; amended May 2009.*