

**BYLAWS  
OF  
SEVEN FIFTY NINE CLUB  
DBA  
CENTAURUS BAND BOOSTERS**

**I            Offices**

**Section 1.01            Name and Location.**

The name of the Corporation is Seven Fifty Nine Club dba Centaurus Band Boosters, hereinafter known as “corporation” .The principal office of the Corporation shall be located at 10300 South Boulder Road, Lafayette, Colorado 80026. The corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time and meetings of members of the Board of Directors may be held at such places as designated by the Board of Directors.

**Section 1.02            Registered Office and Agent.**

The registered agent and registered office of the corporation required by the Colorado Corporation Code to be maintained in Colorado shall be Lynn Cruz (or current Treasurer) located at 10300 South Boulder Road, Lafayette, Colorado 80026. The corporation may have such other offices, either within or outside Colorado. The registered office and the registered agent may be changed from time to time by the Board of Directors.

**Section 1.03            Purpose.**

In addition to the purposes set forth in the Articles of Incorporation for the Corporation, the purposes for which the corporation exists are the following:

- a) support the band program at Centaurus High School in any manner that the Board of Directors chooses to support including but not limited to :
  - i) fundraising activities
  - ii) donations solicitations
  - iii) any legal business endeavor
- b) sponsor fund raising activities to gain monies which will be used to:
  - i) hire music assistants
  - ii) help fund trips to music contests
  - iii) purchase and repair musical instruments
  - iv) purchase music supplies
  - v) purchase and repair uniforms for use at games and competitions
  - vi) provide other instructional aides as deemed necessary by the Band Director and Board of Directors and/or membership
- c) Support rather than direct the programs and not interfere in the administration of the school in any way.

## **II Board of Directors**

### **Section 2.01 Number and Establishment.**

The Board of Directors shall consist of four to seven members beginning June 30, 2004. The initial Board established shall serve until replaced by the procedure in these bylaws.

### **Section 2.02 Term of Office.**

The members of the Board of Directors shall hold office until their respective successors shall have been elected by the corporation and all necessary paperwork is completed for bank and legal purposes. The number of members of the Board of Directors and their terms may be changed by amendment to these Bylaws.

### **Section 2.03 Removal.**

Any Board of Directors member may be removed from the Board, with or without cause, by a majority vote of the Board. In the event of death, resignation or removal of any Board of Directors member, his or her successor shall be selected by the remaining members of the Board to serve for the unexpired term of his or her predecessor.

### **Section 2.04 Compensation.**

No Board member shall receive compensation for any service he may render to the corporation as a Director. However, any Board member may be reimbursed for his or her actual expenses incurred in the performance of his or her duties with the approval of the Board and may be compensated as an employee or independent contractor for services rendered.

## **III Meetings of Board of Directors**

### **Section 3.01 Regular Meetings.**

Regular meetings of the Board of Directors shall be held without notice or as the needs of the Corporation dictate, at such place and hour as may be fixed from time to time by resolution of the Board.

### **Section 3.02 Special Meetings.**

Special meetings of the Board of Directors shall be held when called by the President of the corporation or by any two members of the Board of Directors, after not less than three days notice.

### **Section 3.03 Quorum.**

A majority of the number of Board of Directors members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board of Directors members presented at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

### **Section 3.04 Action Taken Without a Meeting.**

The Board of Directors members shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the members of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting.

## **IV Powers and Duties of the Board of Directors**

### **Section 4.01 Enumeration of Directors.**

Each Director shall be at the time of his election and during his entire term of office a member in good standing of the Seven Fifty Nine Club dba Centaurus Band Boosters, provided that the moment the above qualification shall cease to exist with reference to any member of the Board of Directors, the office of said Director shall thereby become vacant. The Board of Directors shall be comprised of the elected Officers of the Club: President, Vice President, Secretary , Treasurer and any three additional members who may wish to participate who are also members in good standing of the Seven Fifty Nine Club dba Centaurus Band Boosters and over the age of twenty-one. The Board of Directors of the Seven Fifty Nine Club dba Centaurus Band Boosters shall determine whether any Director or potential Director is a member in good standing of the said Club.

### **Section 4.02 Powers.**

The Board of Directors shall have the power to:

- a) exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;
- b) Employ and terminate employment of such other employees of the Club as they deem necessary, and to prescribe their duties. Duties and powers of the Board may be delegated to said employees as deemed appropriate by the Board.
- c) Enter into, make, perform or enforce contracts, and agreements of every kind and description.

## **V Officers and Their Duties**

### **Section 5.01 Enumeration of Officers.**

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer who shall be members and such other officers as the Board may from time to time by resolution create.

### **Section 5.02 Election of Officers.**

The election of officers shall take place at the April meeting of the Board of Directors each year.

### **Section 5.03 Term.**

The officers for the corporation shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

### **Section 5.04 Special Appointments.**

The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

### **Section 5.05 Resignation and Removal.**

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified

therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.06**                    **Vacancies.**

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

**Section 5.07**                    **Duties.**

The duties of the officers are as follows:

- a) **President.** The President shall preside at all meetings of the Board of Directors and the meetings of the members of the Corporation; shall see the orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments as designated by the Board.
- b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. In addition, the Vice-President shall be a member of or oversee all activities of the committees which are established by the Board.
- c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Corporation; keep the corporate seal of the corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members of the Corporation; keep current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.
- d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by the Board in payment of the Corporation's obligations, shall sign checks and other documents as designated by the Board; keep proper books of account; and shall prepare an annual budget with the assistance of the Board and a statement of income and expenditures to be presented at the Corporation's regular annual meeting.

**Section 5.08**                    **Committees.**

The Board shall appoint committees as deemed appropriate in carrying out its purposes.

## **VI**                    **Miscellaneous**

**Section 6.01**                    **Class of Members.**

There shall be two classes of members of the corporation, and they shall all have differing voting rights and privileges. Members are any students, parents of students or guardians of students of Centaurus High School Band programs. Alumni Members are any alumni students, parents of alumni students or guardians of alumni students of Centaurus High School Band programs. Fundraising profits shall be divided among the various subgroups that participate in the fundraising effort in the ratio of the numbers of teams (or groups of participants) populated by each subgroup. Subgroups may fundraise separately and keep the monies raised for those efforts, provided that the effort was done all by that particular subgroup. All monies must be run through the Seven Fifty Nine Club dba Centaurus Band Boosters for accounting purposes. The members of the corporation shall be comprised of all persons who have been duly accepted for membership in the Seven Fifty Nine Club dba

Centaurus Band Boosters. All Members have voting rights in all matters pertaining to Club activities. Alumni Members do not have voting rights in the Club.

**Section 6.02 Amendments.**

These bylaws may be amended, at an annual or special meeting of the Board of Directors.

**Section 6.03 Voting Rights.**

The Board of Directors may require reasonable evidence of membership be provided in determining eligibility of a member to vote at the annual meeting of the Corporation.

**Section 6.04 Nonprofit Corporation.**

The Corporation is not organized for profit and no member, member of the Board or Officer shall receive any pecuniary profit from the operation thereof, and no part of the funds or assets of the Corporation be distributed to, or inure to the benefit of, any Board of Directors member, officers or member, except for reimbursement for reasonable expenses incurred by such persons in the performance of their duties.

**Section 6.05 Indemnification.**

The Corporation shall indemnify every director, officer, agent, or employee or any former Board of Directors member, officer, agent, or employee against loss, costs, and expenses, including attorney fees reasonably incurred in connection with any action, suit or proceeding in which such person may be made a party by reason of being, or having been such Board of Directors member, officer, agent or employee of the corporation except as to matters concerning which such person shall be liable for gross negligence or fraud. Any such indemnification may be paid out of the insurance proceeds provided by insurance purchased by the Corporation.

IN WITNESS WHEREOF, the undersigned being all the Directors of Seven Fifty Nine Club dba Centaurus Band Boosters have hereunto set their hands this \_\_\_\_\_ day of, \_\_\_\_\_, 20\_\_\_\_\_.

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Printed Name Signature

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