

**CODE OF BYLAWS  
OF  
HUNTINGTON NORTH SHOW CHOIR BOOSTER CLUB, INC.  
AN INDIANA NOT-FOR-PROFIT CORPORATION  
(Adopted November 2024)**

**ARTICLE I  
IDENTIFICATION**

**Section 1 – Name**

The name of the corporation is the **Huntington North Show Choir Booster Club, Inc.** (hereinafter referred to as the “Club”).

**Section 2 – Principal Office and Resident Agent**

The post office address for the principal office of the Club is 450 MacGahan Street, PO Box 5284, Huntington, IN 46750. The name and the post office address of the Registered Agent of the Club is Aaron Childress, 450 MacGahan Street, PO Box 5284, Huntington, IN 46750. The person serving as the Director of the Huntington North High School Show Choir shall serve as the successor Registered Agent of the Club.

**Section 3 – Fiscal Year**

The fiscal year of the Club shall start June 1<sup>st</sup> each year and end May 31<sup>st</sup> each year. Terms of membership, Board of Directors, and Executive Board years for this organization will align with the fiscal year.

**ARTICLE II  
PURPOSE AND MISSION**

**Section 1 – Purpose**

The purpose of the Club shall be to provide support to the students and professional staff of the Huntington North High School Show Choirs and auxiliary units associated with the Choirs. The Club support shall include but not be limited to providing operating funds, volunteer services, and organizational coordination as requested by the Choir Director.

**Section 2 – Mission**

The mission of the Club is to support, promote, and help maintain an enthusiastic interest in the groups that comprise the choral musical program at Huntington North High School.

**ARTICLE III  
MEMBERSHIP, VOTING, AND ANNUAL MEETING OF MEMBERS**

**Section 1 – Membership**

There will be two (2) classes of membership in the Club\*:

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- 1.1 **Class One:** Class One members shall consist of all parents or legal guardians of a student who participates in the Huntington North High School Show Choir for each school year.
- Parents or guardians of singers, musicians, and the student support crew are eligible for this membership designation.
  - These members will be vested as the voting members entitled to conduct the business of this organization and to elect the Board of Directors as outlined below.
  - Each parent or legal guardian of a student or students is entitled to one (1) vote per issue.
- 1.2 **Class Two:** Class Two member shall consist of any individual, firm, or corporation who subscribes to the Club's purposes and basic policies. Those persons and entities may become Class Two members subject to compliance with the provisions of these Bylaws.
- Class Two members shall not have voting rights.
  - Class Two members may attend regular Club meetings and are permitted to make comments and suggestions, but shall not have the right to vote on matters.
- 1.3 **Removal of Members:** Any member of the Club, Class One or Class Two, may be removed from membership whenever the best interests of the Club would be served thereby. Removal shall only take place after a two (2) weeks advance written notice is given to the member concerned, and then only upon a two-thirds vote of the entire Executive Board approving said removal.

\* A person or member shown by a preponderance of evidence or found culpable or guilty by a civil or criminal court of illegal activities involving a child under the age of 18, or of sexual crimes must not be admitted to membership, or if already a member, said member must be removed. A member rejected by the Huntington County Community School Corporation must be removed.

**Section 2 – Annual Meeting of Members**

An annual meeting of the members shall be held within thirty (30) days prior to the end of each school year for the purpose of electing Directors, receiving reports of Executives, committees, and the HNHS Show Choir Director, and for the transaction of other business as may come before the meeting. Other meetings may be held as deemed necessary by the Board of Directors.

**ARTICLE IV  
GOVERNANCE AND ADMINISTRATION**

**Section 1 – Administration**

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The Club shall be governed by the Board of Directors and its Executive Board. In addition, the Director of the HNHS Show Choir shall be an ex-officio (non-voting) member of the Board of Directors.

**Section 2 – Governance**

The Club Board of Directors and Executive Board may also include other positions in the administration and operation of their purposes, such as committee chair(s). Their duties shall be set by policy adopted by the Club.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1 – Election, Qualification, and Number**

- The Board of Directors shall consist of no more than fifteen (15) and no less than nine (9) Class One members who shall be elected annually by a majority of the voting members (Class One) of this organization attending the annual meeting of the Membership.
- The Board of Directors shall be elected by ballot at a regular annual meeting of the members and each Director shall hold office for a term of three (3) years or until his or her successor shall have been elected and qualified. The Board of Directors shall have the power to adjust the terms of any members as may be necessary to keep an equal balance and number between the terms of the Directors.
- If the number of Directors is increased at any meeting of the Board of Directors, such new members that have been added shall be assigned an initial term year so as to keep the expiring terms on an equal basis.
- Each Director is eligible to be re-elected to one (1) additional and consecutive three (3) year term on the Board. Then such person must be absent from the Board of Directors for a minimum of one (1) year before being considered for re-election to the Board of Directors.
- Each Director shall be eligible to serve a maximum of two (2) consecutive three (3) year terms.

**Section 2—Duties**

The corporate governance and administrative power of this Club shall be vested in the Board of Directors, who shall have the management and control of the business of the Club. They shall employ such agents as they deem advisable, and fix the rate of compensation of all agents and independent contractors.

**Section 3 – Resignation**

A Director may resign at any time by filing his or her written resignation with the Secretary.

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**Section 4 – Vacancies**

In case of any vacancy in the Board of Directors through death, resignation, removal, or other cause, the remaining Directors, by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next annual meeting and until a successor is elected and qualified. If the vote of the remaining members of the Board shall result in a tie, the vacancy shall be filled by members at the annual meeting or a special meeting.

**Section 5 – Annual Meeting**

The Board of Directors shall meet each year immediately after the annual meeting of the members, at the place where such meeting of the members has been held, for the purpose of organization, election of Executives, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of Executives shall take place at the next meeting of the Board.

**Section 6 – Other Meetings**

The first meeting following the annual meeting shall be an orientation meeting and presentation of Bylaws. A review of Bylaws will then be held in August. Other meetings of the Board of Directors will be held monthly so long as there is business to conduct, and may also be held upon the call of the President, or of three (3) or more members of the Board of Directors, at any place upon forty-eight (48) hours' notice, specifying the time, place, and general purposes of the meeting, given to each Director, either personally, by electronic means, or by land mail.; similar notice may likewise be waived by absent Directors by written instrument.

**Section 7 – Quorum and Agenda**

At any meeting of the Board of Directors, the presence of a majority of the members of the Board then qualified and acting shall constitute a quorum for the transaction of any business, except the filling of vacancies in the Board of Directors. The order of business at Board Meetings shall be conducted according to Robert's Rules of Order.

**Section 8 – Removal**

Any Director may be removed whenever the best interests of the Club would be served thereby. Removal may occur at any regular meeting or at such special meeting of Directors called for such purpose by a majority vote of the actual number of Directors elected and qualified.

**ARTICLE VI  
EXECUTIVE BOARD OF THE CLUB**

**Section 1 – Executives**

The Officers of the Club shall consist of a President, Vice President, Secretary, Deputy Secretary, Treasurer, and Deputy Treasurer. The Board of Directors by resolution may create and

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define the duties of other offices of the Club, and may elect or appoint persons to fill such offices. The Officers shall be chosen annually by the Board of Directors. Each office shall be voted upon every year. The maximum tenure for Officers shall be two (2) years.

**Section 2 – Vacancies**

Any vacancy in any office because of death, resignation, increase in the number of Officers of the Club, or otherwise shall be filled by the Board of Directors. The Officer so elected shall hold office for the unexpired portion of the term and until his or her successor is chosen and qualified.

**Section 3 – President**

The President shall be the principal Executive Officer of the Club and shall in general supervise and control all the business and affairs of the Club. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary and any other Officer authorized by the Board, any contracts or other instruments which the Board has authorized to be executed.

**Section 4 – Vice President**

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as these Bylaws may require, or the Board of Directors may prescribe.

**Section 5 – Secretary/Deputy Secretary**

The Secretary shall have the custody and care of the records and minutes of the Club. The Secretary shall always keep and maintain a copy of the Bylaws. The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept in a book provided for that purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall attend to the giving and discharging of all notices of the Club, shall file and take charge of all papers and documents belonging to the Club, and shall perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe. The Deputy Secretary assumes the position of the Secretary in the Secretary's absence.

**Section 6 – Treasurer/Deputy Treasurer**

The Treasurer shall keep correct and complete record of all accounts of the Club, always showing accurately the financial condition of the Club. The Treasurer shall be the legal custodian of all moneys, notes, securities, and other valuables which may from time to time come into the possession of the Club. The Treasurer shall immediately deposit all funds of the Club coming into their hands in a reliable financial institution or other depository to be designated by the Board of Directors, and shall keep such account(s) in the name of the Club. The Treasurer shall furnish at all meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Club, and shall perform such other duties as this Code of Bylaws may require or

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the Board of Directors may prescribe. The Treasurer may be required to furnish bonds in amounts designated by the Board of Directors. The Deputy Treasurer assumes the position of the Treasurer in the Treasurer's absence.

**Section 7 – Delegation of Authority**

In case of the absence of any Officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such Officer to any other Officer or to any Director for the time being by majority vote of the entire Board.

**ARTICLE VII  
INDEMNIFICATION OF BOARD OF DIRETORS AND OTHERS**

**Section 1 – Indemnification of Directors and Officers**

To the extent not inconsistent with applicable law, every person who is or was a Director or Officer of the Club shall be indemnified by the Club against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding against such person or to which such person shall have been made a party by reason of serving or having served as such Director or Officer, or by reason of being a member of the Club, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Director, Officer, or member. The Club shall reimburse such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.

**Section 2 – Relationship to Other Indemnification Rights**

The rights of indemnification as provided in this Article shall be in addition to any rights to which such persons may otherwise be entitled under Indiana law.

**Section 3 – Purchase of Insurance**

The Board of Directors is authorized and empowered to purchase insurance covering the Club's liabilities and obligations under this Article and insurance protecting the Club's Directors, Officers, and members.

**ARTICLE VIII  
SPECIAL CORPORATE ACTS**

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Unless otherwise provided by the Board of Directors, all contracts, deeds, mortgages, leases, commercial paper, and other legal documents and instruments in writing shall be signed by the President and attested by the Treasurer.

**ARTICLE IX  
DISSOLUTION**

In the event of the dissolution of this organization or other termination of its activities and after paying or making provision for payment of all the liabilities of the Club, then all of its remaining assets shall be paid over or transferred to any other exempt organization as described in said Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible and which espouses a mission similar to this Show Choir Booster Club. Any assets not so disposed of by the Board of Directors shall be disposed of by Order of the Huntington County Circuit Court, Huntington, Indiana, exclusively for such purposes or to such organization(s) as the Court may determine is/are organized and operated exclusively for purposes which are most closely duplicate of the purposes of this Club. The above reference to Section 501(c)(3) shall be interpreted to refer also to the corresponding section of any Internal Revenue code or other Revenue law hereafter in effect. The provisions of this Article shall not be rescinded, altered, or amended in any manner whatsoever.

**ARTICLE X  
AMENDMENTS**

The power to make, alter, amend, or repeal this Code of Bylaws is vested in the Board of Directors. The affirmative vote of 75% of the actual number of Directors elected and qualified shall be required to effect any authorization, amendment, or repeal of all or any part of this Code of Bylaws, and, provided further that any such action shall be taken only at a meeting of the Board of Directors specifically called for such purpose.

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