

AMENDED AND RESTATED BYLAWS
of
CAPE ELIZABETH MUSIC BOOSTERS

ARTICLE I
Name and Purpose

1.1 Name. The name of the organization is “Cape Elizabeth Music Boosters” (the “*Organization*”).

1.2 Purpose. The purposes of the Organization shall be as set forth in the Articles of Incorporation of the Organization, as such may be amended and restated from time to time, and shall at all times be limited to charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law)(the “*Code*”).

1.3 Non-Discrimination. All affairs of the Organization shall be conducted without discrimination as to race, creed, sex, age, color, ethnicity, national origin, marital status, religion, sexual orientation, disability or veteran status.

ARTICLE II
Members

2.1 Members. The Organization shall have one class of members. All parents and guardians of children in the Cape Elizabeth schools are eligible to be members of the Organization. Membership dues may be set at such amounts as the Board of Directors may determine from time to time, but the payment of any such dues shall not be a requirement for membership in the Organization.

2.2 Voting. All members shall have voting rights, and all matters brought before the Organization for a vote shall be decided pursuant to Section 3.4 below.

2.3 Ex-Officio Members. The Cape Elizabeth School Department personnel directing the music and choir programs for any Cape Elizabeth school shall have the status of non-voting ex-officio members of the Organization and shall be entitled to attend and participate in, but not vote at, all meetings of the Organization.

ARTICLE III
Board of Directors

3.1 General Powers. The business, property and affairs of the Organization shall be conducted and managed by its Board of Directors (the “*Board*”). The Board may delegate to committees and officers of the Organization such powers as it sees fit.

3.2 Duties. Every director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Organization and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 Number and Term. The number of directors constituting the Board shall be as set forth in the Articles of Incorporation, and the exact number of directors shall be fixed from time to time by vote of the Organization. Each person serving as President, Treasurer and Secretary shall also serve as a director. Each director shall serve from the date of his or her appointment until such time as a successor is elected or until the director resigns, whichever occurs first.

3.4 Meetings and Voting. Meetings of the Organization shall be held at such places and on such dates and at such times as shall be determined from time to time by the President or Secretary and shall in all instances be joint meetings of the Board and the members of the Organization. A quorum for such joint meetings shall be one Director and at least two other members of the Organization. Each action of the Organization taken (a) at a meeting at which a quorum exists may be taken by a majority of those present and eligible to vote or (b) via informal action (which may be conducted via email) may be taken by a majority of those voting.

3.5 Committees. The Board may establish and terminate such ad hoc or permanent committees as it may determine from time to time.

ARTICLE IV Officers

4.1 Officers. The executive officers of the Organization shall be a President, a Secretary and a Treasurer and such other officers and assistant officers with such powers and duties as may be appointed and determined by the Board. Any two offices may be held by the same person.

4.2 Term. Each officer shall serve from the date of his or her appointment until such time as a successor is elected or until the officer resigns, whichever occurs first.

4.3 Resignation and Vacancies. Any officer may resign at any time by giving notice to the President or to the Board. In case any office of the Organization becomes vacant by death, resignation, retirement, disqualification or any other cause, a vote taken in accordance with Section 3.4 shall be held to fill such vacancy.

4.4 President. The President shall preside at all meetings of the Organization and may execute for the Organization any contracts or other instruments, and he or she may accomplish such execution either under or without the seal of the Organization and either individually or with the Secretary or any other officer, according to the requirements of the form of the instrument. The President shall further discharge such functions as are ordinarily

discharged by the president of a nonprofit corporation similar in nature and function to the Organization. The President shall also serve as the Clerk of the Organization in accordance with applicable law.

4.5 Secretary. The Secretary shall keep the minutes of all meetings of the Organization in books provided for that purpose. The Secretary shall have charge of the minute books and such other books and records of the Organization, may attest to the accuracy of such books and records and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board.

4.6 Treasurer. The Treasurer shall have the custody of the funds of the Organization and shall keep full and accurate accounts of receipts and disbursements of the Organization. When necessary or proper, the Treasurer shall endorse on behalf of the Organization for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Organization at such bank or banks or depository as the Organization may determine from time to time. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Organization, subject to the control of the Board.

ARTICLE V

Assets and Earnings; Dissolution

5.1 Inurement Prohibition; Interest in Contracts. No part of the net earnings of the Organization shall inure to the benefit of or be distributed to any director, employee or other person who or that is not exempt from federal taxation under Section 501(c)(3) of the Code, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Organization. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Organization shall be limited to reasonable amounts.

Any director, officer, committee member or agent of the Organization may be interested directly or indirectly in any contract relating to the operation of the Organization, and may freely make contracts, enter transactions or otherwise act on behalf of the Organization notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section 5.1.

5.2 Dissolution. In the event of the liquidation, dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization then remaining in the hands of the Treasurer, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Organization may determine or as may be determined by a court of competent jurisdiction upon application of the

Organization, to one or more organizations which have been recognized as tax-exempt under Section 501(c)(3) of the Code.

5.3 Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, director, officer or representative of this Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VI
Miscellaneous

6.1 Fiscal Year. The fiscal year of the Organization shall be as reported to the Internal Revenue Service on returns of the Organization filed therewith.

6.2 Amendments. The amendment, modification or repeal of the Articles of Incorporation and/or the Bylaws of the Organization shall be made by vote of the Organization in accordance with Section 3.4 above. Any notice of a meeting of the Organization at which the Articles of Incorporation and/or these Bylaws are to be amended, repealed or modified shall include notice of such proposed action.

[End of document.]