

C O P Y

**BY-LAWS
OF
SAUK PRAIRIE MUSIC
ASSOCIATION, INC.**

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ARTICLE I: GENERAL

Section 1. Purpose of Corporation. The Corporation is a charitable and educational organization, the purposes of which shall be to exclusively provide for the maintenance and benefit of Section 501 (c) (3) (or corresponding future provisions) organizations as defined by the Internal Revenue Code of 1954, and in particular, to provide assistance and funding for the establishment and maintenance of the high school music program at Sauk Prairie High School, or other educational, or charitable programs or activities as the Board of Directors of this Corporation from time to time deem to be suitable and appropriate.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for it’s purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income there from may be used for the Corporation’s purposes in the discretion of the Board of Directors, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

ARTICLE II: MEMBERS, STOCK, DIVIDENDS, EARNINGS

Section 1. Members. The Corporation shall have no stockholders.

Section 2. Dividends. The Corporation shall be without stock and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual or officer or director of the Corporation.

Section 3. Earnings. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reimbursement for expenses incurred or compensation for personal services rendered which are reasonable and necessary to carrying out the exempt purposes of the corporation.

ARTICLE III: DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term.

(a) The number of Directors of this Corporation shall be at least three (3), but not more than ten (10). Except as otherwise provided herein with respect to the terms of the initial Directors, each Director shall hold office for a term of two (2) years, or until such Director's death, resignation or removal. Directors may be re-elected to serve not more than two consecutive terms in office. Each year, one half of the board shall be elected.

(b) Members shall elect new directors by majority vote at the Annual Meeting of Sauk Prairie Music Association.

(c) Nominations for the Board of Directors can be made by any association member prior to the annual meeting or at the annual meeting when nominations are called. Each member must be present to vote. The number of votes each member receives and the size of the board shall be decided by the present Board of Directors..

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or these By-Laws, by the action of two-thirds (2/3rds) of the directorship of the Corporation present in person or by proxy at a duly constituted meeting.

Section 5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the un-expired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 6. Meetings.

(a) Annual Meeting. A regular meeting of the members shall be held each year on or about the first week of June at such place as may be designated by the President of the Corporation, or by any Vice President if the President is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of members in any year during the month herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the month herein provided.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice-President, or by a majority of Directors.

Section 7. Notices. Until further notice, the regular monthly meeting of the Sauk Prairie Music Association shall be held on the first Wednesday of each month. The regular meeting of the Board of Directors shall be held on the last Wednesday of each month. If any meeting needs to be rescheduled, notice shall be given by electronic mail to each member of the association at least 48 hours in advance and posted in the music department. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors or the Sauk Prairie Music Association need be specified in the notice or waiver of such notice of such meetings.

Section 8. Waiver of Notice. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 10. Quorum. A majority of the number of directors fixed pursuant to the Articles of Incorporation or these By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these By-Laws.

Section 11. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Organization. The President of the Corporation, or in the absence of the

President, a chair-person chosen by a majority of the Directors present, shall act as chair at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

Section 13. Compensation. None of the Directors shall be entitled to receive compensation for his/her services as Directors. Upon resolution of the Board of Directors, any Director may receive reimbursement of expenses for fulfilling his/her duties as Director hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation or reimbursement of expenses therefor.

Section 14. Director Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his/her or their votes are counted for such purposes, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consents of such interested Director; or (2) the fact of such relationship or interest is disclosed or known to the Directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV: OFFICERS

Section 1. Officers. The Corporation shall have a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice-President may not be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such successor's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interest of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V below of these By-Laws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

Section 7. Vice-President. In the absence or disability of the President, 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 on, the President. If at any such time the Corporation has more than one Vice-President, the duties and powers of the President shall pass to the Vice Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-President designated by the Board of Directors. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these By-Laws.

Section 8. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation or such other place as the Board of Directors may direct, the original (or a copy of it's) Articles of Incorporation and/or By-Laws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the directors of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under it's seal is duly authorized in accordance with the provisions of these By-Laws.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) Exhibit for inspection upon request the relevant books and records of the Corporation to any director for any proper purpose at any reasonable time.

(g) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction, the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank, trust companies or other depositories as shall be selected by the Boards of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any director for any proper purpose at any reasonable time.

(d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and, if there are members, at the annual meeting of members.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 10. Compensation. None of the officers shall be entitled to receive compensation for his/her services as an officer of the Corporation. Upon resolution of the Board of Directors, any officer may receive reimbursement of expenses for fulfilling his/her duties as officers hereunder. Nothing therein contained shall be construed to preclude any officer from serving the Corporation in any other capacity, or receiving reasonable compensation or reimbursement of expenses therefor.

ARTICLE V: INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS, SECURITIES

Section 1. Execution of Instruments. Except as in these By-Laws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice-President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan may be made to any Officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made as determined by the Board of Directors.

ARTICLE VI: ACTIONS AGAINST DIRECTORS; INDEMNITY

Section 1. Action Not in Name of Corporation. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, 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, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which the person reasonable believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action in Name of Corporation. 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 judgement in it's favor by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the defense or settlement of such action or suit of such person acted in good faith and in a manner such person reasonable 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/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 circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a Director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise 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. Authorization of Indemnification Under Sections 1 or 2. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director,

officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 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. Advances for Expenses. Expenses, including attorneys' fees, 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 in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of disinterested directors or otherwise, both as to action in any such person's 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, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's By-Laws.

ARTICLE VII: AMENDMENT

These By-Laws may be amended as provided by the Wisconsin Statutes, as amended from time to time.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Fiscal Year of the Corporation shall be the calendar year, or on such other date as shall be established by the Board of Directors.

Section 2. Corporate Seal. The Corporation shall have no seal.

NOTES:

Federal Identification Number: 39-1953167
State Identification Number: 055848-000-8
Official Business Address: P.O. Box 6
Sauk City, WI
53583-0006

Current Officers (As of 06/01/07):

President: Gary Quam
324 Holly Court
Prairie du Sac, WI 53578

Vice-President: Cindy Quam
324 Holly Court
Prairie du Sac, WI 53578

Secretary: Terri White
613 Maple St.
Sauk City, WI 53583

Treasurer: Karen Helt
222 Eighth Street
Prairie du Sac, WI 53578

Vocals Director: Karen Luher

Instrumentalist Director: Susan Halloway