

**AMENDED AND RESTATED BYLAWS OF
WESTERN DUBUQUE BOBCAT FINE ARTS BOOSTER CLUB**

MISSION

The Western Dubuque Bobcat Fine Arts Booster Club, formerly known as Bobcat Capital Support Foundation (hereinafter called the WDBFABC") will conduct activities to promote fine arts for the Western Dubuque High School in Epworth, Iowa.

ARTICLE I. OBJECTS

No part of the net earnings of the WDBFABC shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the WDBFABC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the WDBFABC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the WDBFABC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the WDBFABC shall not carry on any activities not permitted to be carried on:

a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or

b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE II. OFFICES

Section 2.1. Principal Office. The principal office of the WDBFABC in the State of Iowa shall be located at:

Western Dubuque High School
302 5th Ave SW
Epworth, IA 52045

The WDBFABC may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the WDBFABC may require from time to time.

Section 2.2. Registered Office. The registered office of WDBFABC required by the Revised Iowa Nonprofit WDBFABC Act, Chapter 504, Code of Iowa, to be maintained in the State of Iowa shall be the same address as that of the registered agent, which may be changed from time to time by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the WDBFABC, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements

In accepting gifts, bequests, and devises it is the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation of WDBFABC and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this WDBFABC pursuant to the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

Section 3.2. Number, Tenure and Qualifications. The number of directors of the WDBFABC shall be no fewer than seven (7) with the number to be set by a resolution of the board of directors. Each director shall serve for a term of three (3) year(s) commencing with his or her appointment or until his or her successor shall have been elected and qualified at the annual meeting of the directors. Efforts shall be made by the Board of directors to provide an opportunity for the Board to consist of one member from each respective fine arts program offered at Western Dubuque High School including, but not limited to the following programs: vocal music, band, speech, drama and dance. Directors shall serve staggered terms to the extent possible. Each director must reside within the Western Dubuque Community School District or had children who have attended or are attending the Western Dubuque Community School District. At least one instructor and one administrator may be present at all board meetings.

Section 3.3. Regular Meetings. The regular meeting of the board of directors shall be held on such a date as the board of directors shall by resolution specify. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution.

Section 3.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.5. Notice. Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or mailed or emailed to each director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, or when emailed. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.6. Quorum. A majority of the number of directors shall constitute a quorum for

the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 3.7. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of the WDBFABC. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 3.8. Presumption of Assent. A director of the WDBFABC who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the WDBFABC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.9. Informal Action of Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

Section 3.10. Resignation and Removal. Any director may at any time resign by serving written notice thereof on the remaining directors. Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more than three consecutive board meetings.

Section 3.11. Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the WDBFABC, the WDBFABC may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

ARTICLE IV. OFFICERS

Section 4. 1. Officers' Appointment and Term of Office. The officers of the WDBFABC shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected annually at the first meeting of the Board of Directors held after the beginning of the fiscal year. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until his or her death or resignation.

Section 4.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office.

Section 4.3. President. The President shall be the principal executive officer of the WDBFABC and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the WDBFABC. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the WDBFABC thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the WDBFABC, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. During intervals between meetings of the board, the president shall have authority, when approved by the majority of the Executive Committee to authorize expenditures not to exceed \$100.00).

Section 4.4. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, 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 upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.5. Secretary. The Secretary shall:

- a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) Be custodian of the corporate records;
- d) Keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by each member;
- e) See that all biennial reports and filings are timely made with appropriate governmental agencies;
- f) Provide written status reports as requested by Western Dubuque Community School District administration; and
- g) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.6. Treasurer. The Treasurer shall:

a) Have charge and custody of and be responsible for all funds and property of the WDBFABC;

b) Receive and give receipts for monies due and payable to the WDBFABC from any source whatsoever, and deposit all such monies in the name of the WDBFABC in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws;

c) Compile and distribute annually to each director a report of the activities of the WDBFABC, including a statement of receipts and expenditures; and

d) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the WDBFABC for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.7. Resignation. Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

Section 4.8. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the WDBFABC will be served thereby. Any officer holding the position of President, Vice President, Secretary or Treasurer shall automatically be removed if the individual holding the subject office is no longer a member of the WDBFABC's Board of Directors due to death, resignation or removal.

Section 4.9. Assistants and Acting Officers-Executive Director. The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

The Board of Directors is hereby explicitly authorized to, in its discretion; appoint a full or part-time Executive Director to assist each of the WDBFABC's officers in the conduct of their duties and the business of the WDBFABC. An officer or director of the WDBFABC or any other person may serve as Executive Director. The Executive Director shall manage the regular business and affairs of the WDBFABC and shall have other such powers and duties as the Board of Directors shall specify.

Section 4.10. Salaries. The President, Vice President, Secretary and Treasurer shall serve without compensation, except that reasonable expense shall be paid. However, to the extent deemed necessary by the Board of Directors, the Board of Directors may retain the services of the

President, Vice President, Secretary and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

The salaries, if any, of all assistant officers and acting officers, including an Executive Director if appointed, shall be fixed from time to time by the Board of Directors.

Section 4.11. Audit. The Board of Directors may require a yearly audit at the end of each fiscal year. The results of the audit shall be shared with all directors, committee members and ex-officio members. It is recommended that the audit be completed by a person who has knowledge of auditing procedures.

ARTICLE V. INDEMNIFICATION

Section 5. 1. Indemnification. Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504, Code of Iowa, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent of the WDBFABC, the WDBFABC 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 proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the WDBFABC) by reason of the fact that he or she is or was a Member, director, officer, employee, volunteer or agent of the WDBFABC, or is or was serving at the request of the WDBFABC as a member, director, officer, employee or agent of another WDBFABC, partnership, joint venture, trust or other enterprise (such serving as a Member, director, officer, employee or agent of the WDBFABC or at the request of the WDBFABC referred to herein as "serving on behalf of or at the WDBFABC's request"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the WDBFABC, 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, suitor proceeding by judgment, order, 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 he or she reasonably believed to be in or not opposed to the best interests of the WDBFABC, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.2. Indemnification: Further Provisions. If a Member, director, officer, employee, volunteer or agent of the WDBFABC has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the WDBFABC only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made:

a) By the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or

b) In a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or

c) If the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of the WDBFABC or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the WDBFABC or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the WDBFABC's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the WDBFABC would have the power to indemnify him or her against such liability under the provisions hereof.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts. 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 WDBFABC, and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be Contracted on behalf of the WDBFABC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The WDBFABC shall make no loan to any officer or director of the WDBFABC.

Section 6.3. Check, 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 WDBFABC, shall be signed by the Treasurer. Those expenditures in excess of \$250.00 shall receive prior Board of Director approval. All expenditures shall be reviewed by the Board of Directors at the ensuing regular meeting following the transaction(s).

Section 6.4. Deposits. All funds of the WDBFABC not otherwise employed shall be deposited from time to time to the credit of the WDBFABC in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. WAIVER OF NOTICE

Section 7.1. Waiver of Notice. Whenever any notice is required to be given to any director of the WDBFABC under the provisions of the Articles of Incorporation of WDBFABC or under the provisions of the Revised Iowa Nonprofit WDBFABC Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

ARTICLE VIII. FISCAL YEAR

Section 8.1. Fiscal Year. The fiscal year of the WDBFABC shall begin on the first day of year and end on the last day of December each year.

ARTICLE IX. SEAL

The WDBFABC shall have no corporate seal.

ARTICLE X. AMENDMENTS

Section 10.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE XI. COMMITTEES OF THE BOARD OF DIRECTORS

Section 11.1. General. The President, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the WDBFABC. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

Section 11.2. Committee Membership. Persons who are not directors or officers of the WDBFABC may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting.

Section 11.3. Reports. Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall, at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting.

Section 11.4. Meetings. All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

ARTICLE XII. MEMBERSHIP

Section 12.1. Any person desiring to be a member of the Western Dubuque Bobcat Fine Arts Booster Club may be a member by paying an annual fee, which fee shall be set by the Board of Directors. Such membership entitles the person, if they request it, to receive meeting notices, minutes of meetings, newsletters from the WDBFABC, if any, and any other benefits as determined by the Board of Directors. Such membership does not give a member voting rights within the foundation nor any rights with respect to the revisions of the WDBFABC's Articles of the WDBFABC or Bylaws.

ARTICLE XIII. FINANCE

Section 11.1 Minimum Account Balances. The WDBFABC shall maintain a minimum account balance of \$10,000. The minimum balance shall mean the dollar amount of unencumbered account balance, including any amount held in reserve or otherwise committed funds. The purpose of this fund balance is to provide stability in the event of unexpected changes to revenues or expenses. In order to go below the minimum account balance, the expenditure(s) must be approved by a supermajority of the executive board.

Section 11.2. Requests for Funding and Funding Hierarchy. See Figure One.

Figure One: Requests for Funding and Funding Hierarchy

