

# ***Constitution and Bylaws - Nease Band Boosters, Inc.***

*(Approved Apr 2024)*

## **Article 1 – Name**

The name of this organization shall be Nease Band Booster, Inc. (hereafter known as the “Association”).

## **Article II – PURPOSE**

The purpose of the Allen D. Nease High School Band Boosters (“the Band Boosters”) is to raise money and coordinate parent/volunteer activities for the support of the band program and Director of Bands (the "Band Director") at Allen D. Nease High School (hereafter known as Nease High School). This includes the instrumental music and related auxiliary programs of Nease High School.

The Band Boosters will act to the best of its’ abilities to promote, build, and maintain interest in the Nease High School Band Program and its’ components; and will further support these components through all possible encouragement and viable fundraising.

The Band Boosters will not interfere with and possess any authority to address the curriculum of the Nease High School Bands (known also as the "Band"), or direction of the Director of Bands for the Nease High School program. Should a situation arise in which the Band Boosters should violate the statutes set forth for the organization in this regard, the Organization may be disbanded by the Director of Bands, or Nease High School Administration.

No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986. The Association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to any candidate for public office, except as provided in section 501(h) of the Internal Revenue Code of 1986.

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), or (b) by organization contributions that are deductible under section 170(c)2 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

The property of this Association is irrevocably dedicated to section 501(c)3 exempt purposes and no part of the net income or assets of this Association shall ever inure to the benefit of any director, officer, or member of the Association, or to the benefit of any private purpose.

## **Article III - MEMBERSHIP**

### **Section 1 - Types of Membership**

- A. All parents or guardians of students enrolled in the instrumental music and related auxiliary programs of Nease High School are eligible to become members of the Association.
- B. Membership in the Band Boosters will terminate if a member no longer has a student active in band or related auxiliary programs. A member's voting rights will terminate if the Director of Bands deems the member's band student not in good standing.
- C. The Principal and Assistant Principal of Nease High School shall be considered ex officio members of the Association and have voting privileges. Other honorary membership may be

granted by a vote of the Executive Board (the "Board"), in consultation with the Director of Bands.

## **Section 2 - Voting Privileges**

- A. Voting privileges are obtained by the payment of required band or Association membership fees on or before the due dates as determined by Board, in consultation with the Director of Bands.
- B. The Ex-Officio Members of the Association will have voting privileges.
- C. A motion shall be carried by a simple majority of the voting members present at a regular or specially called meeting at which a quorum of the voting members is present.
- D. A quorum shall be three officers plus the voting members present, not to be less than 10 members of the Association.

## **Section 3 - Indemnification**

- A. No person who is now or later becomes an officer, director or member of this Association shall be personally liable for an indebtedness of liability. Any and all creditors of this Association shall look only to the Association's assets for payment.

## **ARTICLE IV – Executive Board**

**Powers-** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, which shall consist of the Officers of the Nease Band Boosters and the Director of Bands for Nease High School. An Officer other than the Band Director, must be a natural person who is at least 18 years of age and is the parent, legal guardian or custodian of a student attending Nease High School and participating in the Nease High School Music Program at the time such Director is a member of the Board of Directors.

**The Director of Bands-** The Director of Bands shall be a full-time employee of the St. Johns County School System and nominated by applicable authority as the Director of Bands for Nease High School. He/She shall serve as the ex-officio member of the Board and the Band and shall instruct, guide, and inform the Association in the way the Association can best assist the Band. The needs of the Band, as identified by either the Band Director or the Board, shall be the sole focus of the Association. The Band Director shall further advise the Board and/or the General Membership of the Association if a particular action should not be taken as contrary to the best interest of the Band or in conflict with any policy of St. Johns County Public Schools or Nease High School. In the unlikely event there remains a disagreement between the band director and other members of the Band Boosters, the Principal shall have the authority to veto the decision. The Director of Bands cannot financially commit the Association without Board approval. The Director of Bands, whose identity may change from time to time in accordance with his or her employment relationship with St. Johns County Public Schools and/or Nease High School, shall not be subject to removal by the Board of Directors, and shall be a Director of The Association in perpetuity.

## **Section 1 - Qualifications of Officers**

- A. The Association shall be governed by the Board who are elected by the voting membership as provided by the Association's Bylaws.
- B. The Board shall govern the operations of the Association with the advice and consent of the voting membership and shall adhere to the Association's rules as provided by the Bylaws.
- C. Only voting members, in good standing, shall be eligible to serve as officers. Officers shall qualify as voting members in the year for which they are elected to serve. Elected Officers

position will be terminated if the officer no longer has a student active in band or related auxiliary programs. The Officer's position can also be terminated if the Director of Bands deems the member's band student not in good standing.

- D. No member shall serve more than two consecutive terms, as defined by these Bylaws, in the same office.
- E. Except for the position of Managers, Liaisons or Coordinators, no more than one person from the same family shall serve concurrently as Executive Officers.

## **Section 2 - Election of Officers**

- A. The privilege of nomination and election to the Board shall be limited to members in good standing of the Band Boosters who have been members for at least four (4) months prior to nomination.
- B. All Band Booster members who are interested in elected officer positions may submit their name to the President to be presented on the ballot prior to the general election meeting in April. The nomination period will be 30 days prior to the scheduled general meeting in April designated for elections to occur. If circumstances arise where this timeline is not met. A special meeting will be called for elections. The date of the special election meeting will be at least 30 days after the initial nomination start date.
- C. The duties of the President will be to collect and organize the information from all nominees into a ballot form and present to the Director of Bands and the Board for review one week prior to the meeting designated for the election. Only candidates on the written ballot will be eligible to be elected. There will not be floor nominations the day of the election meeting.
- D. Vacancies among officers may be filled for the unexpired portion of the term by a majority vote of the Board.
- E. There will be a ballot election if there is more than one candidate for any office. If there is only one candidate for an office, that candidate shall stand elected.
- F. At the time of elections, the Director of Bands and an additional staff member will count the ballots and announce the newly elected Board Members.
- G. Terms of Officers shall be for a two-year period from May 1st – April 30th. If an elected Officer is unable to remain in the role for any reason for the second year, including their band student graduating, that position will then be open for nominations of eligible members, as described in Section 1 – Qualification of Officers.
- H. An Officer may be removed by a two-thirds vote of the Board or a majority vote by the Association membership for failure to execute the duties of office as stated in these Bylaws.
- I. Should a vacancy occur in the position of an Officer as the result of resignation, removal, or failure to no longer qualify for service as defined by these Bylaws, the Board shall make a recommendation to fill the vacant position. The nominee will be voted upon by the membership at a regular or special called meeting, at the earliest possible date, but not to exceed 30 days after acknowledgement of the vacancy and will be documented in Association records. The previously elected Officer shall be allowed to continue in their position until said election occurs except in instances of removal, where the Board shall immediately assume the responsibilities of the removed Officer.

## **Section 3 – Duties of Officers**

- A. **President** – The President shall preside at meetings of the Association and shall serve as a liaison for the Association to the administration. The President shall serve as ex officio member of all

committees. The President monitors progress of the Board and aligns their work with organizational mission and goals. The President will additionally oversee the following areas:

- Equipment Coordinator
- Winter Guard Liaison
- Winter Percussion Liaison

**B. Vice President** – In the absence of the President or in the event of his 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 will oversee some of the operational areas as designated by the Director of Bands. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors, including overseeing sponsorships, coordinating travel accommodations for overnight trips, and providing a financial check for the treasurer. The Vice President shall preside in the absence of the President. The Vice President will oversee the following areas:

- Uniform Manager
- Middle School Coordinator
- Banquet Coordinator

**A. Treasurer, General Funds** – The Treasurer, General Funds, shall be responsible for the Association's financial matters. The Treasurer shall file all receipts for the Association, keep a balanced account of receipts and expenditures and make an annual report to the Association at the final regularly scheduled meeting of the year. The Board will oversee the collection of funds and expenditures for Fundraising, Football Games and other Events. Internal controls will be established to ensure the fiscal integrity of collections and financial reporting, including overseeing student account funds. The Treasurer shall disburse funds in accordance with the approved budget or as approved by a majority of the Officers. (Deleted members since this is a Board function). The Treasurer shall disburse funds in accordance with the approved budget or as approved by a majority of the Officers. The Treasurer will also oversee the following areas:

- Student Accounts Manager
- Concession Manager
- Fundraising Manager
- FCMI Coordinator

**A. Secretary, Membership Recording and Communications**– The Secretary, Membership and Recording (also known as the Communication Secretary), shall be responsible for maintaining and keeping hard copy records of all meetings of the Association and the Board and for maintaining appropriate historical records of the Association and band activities. The Communication Secretary shall also be responsible for maintaining up to date membership lists and membership emergency contact and medical forms. A complete list of the addresses of students participating in the band program and their parents or guardians shall be kept in the Communication Secretary's records and should be accessible at all meetings. The Communication Secretary shall communicate with members about band activities, special needs and promoting the activities of the band to the general public. The Communication Secretary shall be responsible for maintaining the website, shall publish a regular newsletter and handle any correspondence for the Association to include sponsorship requests and thank you letters. In addition, the Communication Secretary will partner with the Vice President to work with incoming Freshman and outgoing Seniors to ensure all events and activities are cared for. The Communication Secretary will also oversee the following areas:

- Volunteer Coordinator
- Student Food Coordinator

- Website Manager

## **ARTICLE V – Managers, Coordinators and Liaisons and Committees**

### **Section 1 – Managers, Coordinators and Liaisons**

Managers shall be responsible, in cooperation with the Board and the Director of Bands, for coordinating special needs and enlisting volunteers to assist with the various activities of the Association and bands. Members can be nominated, appointed by the Director of Bands in consultation with the Board or volunteer for positions. These positions are not voted in by the membership. Liaisons, Coordinators, Managers, and Committees are approved by the Board and the Director of Bands.

**A. Student Accounts Manager** – This is a school year commitment and will report directly to the Treasurer. The Student Accounts Manager manages student account payments and invoices to ensure payment. The Student Accounts Manager shall be responsible for individual student accounts. The Student Accounts Manager duties include but are not limited to:

- Keeping an up-to-date balanced accounting of fees owed and paid by the student
- Providing statements of those accounts to the student’s family on at least a monthly basis.
- Assist with collection of delinquencies in relevant student account(s) alongside the Board.
- Depositing and recording all monies collected and work closely with the Treasurer, General Funds,
- Providing an overview report to the Board when requested.
- Routing scholarship requests and requests for exceptions for payments through the Board for voting purposes

**B. Fundraising Manager** – This is a school year commitment and reports directly to the Treasurer. Coordinates fundraising activities with the Fundraising Coordinators, Winter Guard Liaison and Winter Percussion Liaison and ensure programs meet their fundraising goals within their approved budgets. Examples of methods that have proven successful for fundraising include but are not limited to:

- Working with Director of Bands to order and distribute show shirts
- Working with Mulch Coordinator to ensure success for ordering and delivery of Mulch for both Fall and Spring
- Collaborating with Director of Bands, Winter Guard Liaison, Winter Percussion Liaison, and Communication Secretary to work out storefronts or any other fundraising activities for the benefit of all teams
- Working with Board to ensure fundraising earnings are gathered, signed off on, and funds provided to the treasurer post haste
- Working to receive Corporate Sponsorships through the membership’s employers and Collaborate with Corporate Fundraising Liaison and the Board

**C. Winter Guard Liaison** – This is a late Fall into Spring commitment and will report directly to the President. The Winter Guard Liaison shall partner with the Director of Bands and the Guard staff to serve as a liaison during the marching season. Winter Guard Liaison should communicate weekly with the Board for updates on event planning, any organizational challenges during the indoor season. The Winter Guard Liaison position responsibilities may include but are not limited to the following:

- Organizing and coordinating activities of the Winter Guard Program per the direction of the Director of Bands or Guard Staff
- Being knowledgeable of the financial budgets and assist in communication of the happenings of the last year to ensure a solid financial base
- Coordinating food activities with the Student Food Manager for each practice, competition and/or traveling event,
- Working in concert with Volunteer Coordinator for events, competitions and other needs of the season

- Working with Fundraising Manager to organize Fundraising Events
- Working with Board to ensure fundraising earnings are gathered, signed off on, and funds provided to the treasurer post haste
- Working with Director of Bands, Guard Staff, Communication Secretary and Volunteer Coordinator to ensure Chaperones and or other needs for travel events
- Partnering with Volunteer Coordinator and Equipment Coordinator to ensure all drivers/transportation of students are approved with the county school district
- Coordinating of other activities and or events as determined relative to the needs of the Winter Guard Program

All aspects shall be managed within the approved budget and activities outside budget shall be presented to the board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**D. Winter Percussion Liaison** – This is a late Fall into Spring commitment and will report directly to the President. The Winter Percussion Liaison shall partner with the Director of Bands and the Winter Percussion Staff to serve as a liaison during the marching season. They should communicate weekly with the Board for any organizational challenges during the indoor season. The Winter Percussion Liaison position responsibilities may include but are not limited to the following:

- Organizing and coordinating activities of the Winter Percussion Program per the direction of the Director of Bands or Staff
- Being knowledgeable of the financial budgets and assist in communication and events of the last year to ensure a solid financial base
- Coordinating food activities with the Student Food Manager for each practice, competition and/or traveling event
- Working with Fundraising Manager to organize Fundraising Events
- Working with the Board to ensure fundraising earnings are gathered, signed off on, and funds provided to the treasurer post haste
- Working with Director of Bands, Staff, Communication Secretary and Volunteer Coordinator to ensure Chaperones for travel events,
- Partnering with Volunteer Coordinator and Equipment Coordinator to ensure all drivers/transportation of students are approved with the county school district
- Coordinating of other activities and or events as determined relative to the needs of the Winter Percussion Program

All aspects shall be managed within the approved budget and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**E. Concession Manager** – This is a school year commitment (events and volunteer opportunities included with partnership) and reports directly to the Treasurer. The Concession Manager shall be responsible for the general management of the Band Concession Stand along with a support team. This position can be shared and include a support committee. In conjunction with a with food preparation and service coordination, responsibilities shall include, but are not limited to the following:

- Selecting and pricing of items served
- Ordering pickup and stocking of supplies
- Working with Communication Secretary and Volunteer Coordinator to ensure communication and gather needed volunteers each week
- Training of volunteers working in Band Concession Stand
- Ensuring monies earned are provided to the Treasurer.
- Identifying on a Tuesday, what food needs to be ordered
- Ordering has been placed and received by Tuesday for a Friday pickup
- Working with FCMI Coordinator for the main competition event to ensure stock, and stands are ready

to go

- Partnering with Winter Percussion and Winter Guard Liaisons for other events

All aspects shall be managed within the approved budget for the Concession Stand and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**F. Student Food Manager** - This is a school year commitment and reports directly to the Communication Secretary. This position includes partnerships with the Winter Guard Liaison and the Winter Percussion Liaisons for separate committees for the Winter Percussion and Winter Guard programs during the indoor seasons. Duties include but are not limited to:

- Working with Board to maintain food budget
- Working with Treasurer, Communication Secretary and Director of Bands to understand needs for each game, competition or camp
- Planning, ordering, and arranging the receipt of food and/or collection of food supplies during the week to support the game and competition meals for the band
- Coordinating, setting-up, serving and cleaning-up for Friday Night Football Games and Competitions.
- Ensuring adequate hydration for band and volunteers at competitions, including ice in the band coolers; oversee loading of coolers, drinks and snacks on band trucks for competitions
- Supporting Middle School Coordinator with meal planning and support for Middle School Night
- Providing snacks and drinks for band camp as requested by Director of Bands
- Providing food and drinks for judges and contest staff as needed at competitions hosted by/at Nease (i.e. FCMI)

All aspects shall be managed within the approved budget for the Student Food Manager and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**G. Volunteer Coordinator** - This is a school year commitment and reports directly to the Communications Secretary. The Volunteer Coordinator is responsible for the recruitment and management of volunteers and arrangement of the parent's volunteers at events such as Football Games and Competitions. The Volunteer Coordinator will ensure the following happens during Marching, Concert, Winter Programs, Competitions and Fundraising Events:

- All Volunteers approved at Nease High School through St. John's County School District
- All Drivers for equipment, transportation of students must be approved, and insurance information gathered to ensure risk

The Volunteer Coordinator will partner with the following to achieve full staffing, support, and other coordination efforts for the activities of the programs. This includes but is not limited to:

- Director of Bands and Board
- Communications Secretary
- Fundraising Manager/Coordinators
- Winter Percussion Liaison
- Student Food Manager
- Concessions Manager

Other duties include, but are not limited to:

- Creating sign-up geniuses for all events that need volunteers
- Providing sign-in/sign-out sheets for student and parent volunteers at all events
- Tracking volunteer hours for student and parent volunteers
- Providing volunteer hours for National Honor Society (NHS) students to the NHS coordinator
- Sending volunteers letters to student volunteers at the end of each semester that indicate the events

and numbers of hours students volunteered

**H. Uniform Coordinator** – This is a school year commitment and reports directly to the Vice President. This commitment runs through Marching Season and includes partnerships with the Winter Guard Liaison and Winter Percussion Program to ensure uniforms for the band programs are in order. Sewing skills are helpful but not required. Duties include but are not limited to:

- Measuring students
- Organizing the uniform room
- Distributing and cataloging uniform articles
- Assisting students in suiting up for game time
- Working with the Communication Secretary and Volunteer Coordinator to gather parent assistance
- Coordinating additional uniform orders with Director of Bands i.e., dinkles, gloves, berets, water coolers, etc.
- Partnering with Winter Percussion Liaison and Winter Guard Liaison for uniforms that are ordered and distributed for winter seasons
- Completing an end of season/end of year uniform inventory and providing results to the Board
- Providing support to Director of Bands for issue and storage of concert band uniforms, if needed

All aspects shall be managed within the approved budget. Activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**I. Equipment Coordinator** – This is a school year commitment and reports directly to the President. The Equipment Coordinator is responsible for logistics of Football Games and Competitions in concert with the Director of the Bands. Duties include but are not limited to:

- Partnering with Director of Bands to assist in the construction of props
- Working with the Board to follow the approved budget for props
- Transporting and maintaining necessary equipment to support the needs of the Marching Band and Concert programs
- Collaborating with the Winter Guard Liaison and the Winter Percussion Liaison and ultimately arranging transportation of equipment to ensure the care for props and instruments get to and from Competitions, Fundraisers, and other events
- Working with Communications Secretary and Volunteer Coordinator to gather parent help with each event to ensure that props and equipment are delivered, placed, and secured for football games and travel competitions
- Securing supplies as deemed necessary to support all band performances and events

All aspects shall be managed within the approved budget for the Equipment/Props and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**J. Website Manager** – This is a full year commitment and reports directly to the Communication Secretary. Duties include but are not limited to:

- Updating and maintaining the website from an IT perspective
- Ensuring consistent messaging based on input from the Director of Bands and Board
- Maintaining licensing, security, and privacy of the website
- Working with the Treasurer and other Board members on any specific annual costs

**K. FCMI Coordinator** – This is a late summer and early fall commitment and reports directly to the Treasurer. The FCMI Coordinator should delegate duties to an FCMI committee. Experience with project management will be helpful in this role but is not required. The FCMI Coordinator works the Director of Bands to coordinate and manage the various elements of running the First Coast Marching Invitational Regional Band Competition. This includes working with other Managers and Coordinators as it pertains to



contributing to the success of the event such as:

- Director of Bands
- Communication Secretary
- Equipment Coordinator
- Volunteer Coordinator
- Concessions Manager
- Treasurer

The FCMI Coordinator will work to ensure the following but will not be limited to:

- The website link to the FMBC website is connected to registration
- Work with the Incoming Participant Directors to understand:
  - What is the band size/number of students?
  - How many Techs or Assistant Directors
  - How many props
  - How many trucks or trailers
- Work to house Judges
- Coordinate set up and tear down of event
- Coordinate Manager for day of event to understand what each area needs
- Coordinate Volunteers for each station
- Work with the Director of Bands to coordinate positions of students

All aspects shall be managed within the approved budget for the Concession Stand and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual. After each event, there should be a thorough blueprint provided from the previous coordinator to use as a starting point.

**L. Middle School Coordinator** – This position is a late summer, fall and end of school year commitment and reports directly to the Vice President. The Middle School Coordinator serves as liaison and works with Communication Secretary and Vice President to care for incoming Freshman students and their parents. The Middle School Coordinator prepares the event for Middle School Night during marching season. This includes but is not limited to:

- Developing a recruiting strategy along with the Director of Bands and the Board for future band students to ensure a full freshman class of musicians ready to start marching and concert band season in the beginning of the school year.
- Working with the Communications Secretary to connect with Band Directors via invitation for Middle School Night
- Following up consistently with Middle School Band Directors to ensure success of both Middle School Night and End of Year activities
- Collaborating with the Concessions Manager and the Student Food Manager to execute the annual Middle School Band Event night during marching season and arrange feeding the masses on day of the event
- Working in concert with Communication Secretary, Volunteer Coordinator, Student Food Manager & Concessions Manager as well as with the parent volunteers to ensure events success

All aspects shall be managed within the approved budget for the Middle School Night event and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

**M. Banquet Coordinator** – This is a winter into spring commitment and reports directly to the Vice President. The Banquet Coordinator serves as the focal point of the annual End of Year banquet, partnering with Director of Bands, Board Website Manager, and Student Accounts Manager to ensure smooth planning, communication, and execution of the event. The Banquet Coordinator establishes a support committee and provide regular updates to the Board. Duties may include, but are not limited to:

- Selecting the venue
- Selecting the food
- Managing the Banquet Budget in concert with the Treasurer
- Creating the program
- Providing decorations
- Selling tickets
- Planning should commence in December and be proposed to Board in January for approval and execution

All aspects shall be managed within the approved budget for the Banquet and activities outside budget shall be presented to the Board for consideration prior to event or activities taking place. All activities that have not been approved by the Board after the activity has taken place shall not be considered and shall be owned by the individual.

## **Section 2 - Committees**

Committees shall be established, as needed, to plan and implement the work of the Association. The Board, in consultation with the Director of Bands, shall appoint all committee chairs. Committees shall meet regularly at the discretion of the chair. Committees shall be responsible for maintaining accurate records of all activities and reporting such to the Association and providing secretary with said records to be maintained.

**Ex Officio Members** – The President, Director of Bands, Principal and Vice Principal may serve as ex officio members of all committees.

The Association shall have other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **ARTICLE VI – Executive Board**

- A. The Officers of this Association shall constitute the Board. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and the Bylaws relating to the action required or permitted to be taken or approved of the members, if any, of this Association, the activities and affairs of this Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board.
- B. The Board shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such other duties as are specified in these Bylaws.
- C. Members of the Board, Managers, Liaisons, Committee Chairs and volunteers shall serve without compensation.
- D. A quorum shall consist of three members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present. The only motion which the President shall entertain at such meeting is a motion to adjourn.
- E. Every act of decision done or made by the majority of the officers' present at the meeting duly held at which a quorum is present shall be considered the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval as a matter by the Board.
- F. Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a director,

officers, employee or other agent) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE VII - Meetings**

- A. There shall be no less than 4 general meetings each year, scheduled at the discretion of the Board, in conjunction with the Director of Bands based on the needs and activity level of the band program. Members shall be notified through telephone, mailings, electronic communication, or other appropriate methods.
- B. Board meetings shall be scheduled each school month at the discretion of the Board, in conjunction with the Director of Bands.
- C. The last meeting of the fiscal year shall be known as the Annual Meeting and shall be for electing Officers, receiving reports of Officers and Committees and for any other business that may arise.
- D. Special meetings may be called by the Board and shall be called upon the written request of ten members of the Association. The purpose of this meeting shall be stated in the written request and except in case of emergency; one week notice shall be given.
- E. A motion shall be carried by a simple majority of the voting members present at a regular or specially called meeting at which a quorum of the voting members are present.
- F. A quorum shall be three Officers plus the voting members present, not to be less than 10 members of the Association.
- G. Meetings shall be conducted within the guidelines of the constitution and Bylaws.
- H. Meetings shall be held in the Nease High School band room unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.
- I. A consensus decision making process shall be the principle authority for Board meetings. Consensus process is defined as an idea or proposal is put forth and either accepted or modified until the entire Board is in favor of the final form of the idea or proposal. The latest edition of Robert's Rules of Order shall be the parliamentary authority for general meetings only. The President can act as parliamentarian or shall have authority to appoint a parliamentarian to serve as needed. The parliamentarian does not have to be a voting member of the Association.

## **ARTICLE VIII -**

### **Finances Section**

#### **1 - Fiscal Year**

The fiscal year for the Association shall be May 1<sup>st</sup> – April 30<sup>th</sup>.

#### **Section 2 - Fiscal Repository**

The Treasurer, General Funds in consultation with the Board, shall be responsible for selecting an appropriate financial institution to maintain the Association's funds.

#### **Section 3 - Fees**

- A. Fees shall be determined by the Board, in consultation with the Director of Bands.

- B. Fees are non-refundable except in cases of extreme hardship as determined by majority of the Board, in consultation with the Director of Bands, at a regularly scheduled Board Meeting.
- C. All funds of the Association shall be deposited to the credit of the Association in the financial institution selected by the Treasurer, General Funds.
- D. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the nonprofit purpose of the Association.

## **Section 2 - Budget**

- A. The Board, in consultation with the Director of Bands, shall prepare a budget for approval by the membership.
- B. The budget shall show anticipated income and expenditures for the fiscal year.
- C. The budget shall govern and control the amounts expended by the Association, unless approved by a majority of members present at a regular or special meeting.
- D. The Board may authorize up to \$1000 per year in emergency expenditures if situations require immediate action and cannot be delayed until a regular meeting of the Board or Association membership. Full receipts and report of monies spent shall be required at the next regular Association meeting.
- E. All non-emergency expenditures not included in the budget shall be voted on by the full membership.
- F. The Board, except as otherwise provided in these Bylaws, may authorize any Officer or agent of the Association to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no Officers, agent, or member shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- G. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Association shall be co-signed by at least two duly elected officers of the Association.
- H. All financial documents of the organization shall be reviewed annually, in compliance with the SSO of St. Johns County, from an independent source.

## **ARTICLE IX – Association Records, Reports and Seal**

- A. The Association shall keep at its principle office or at such other place as designated by the Board.
  - Minutes of all meetings of the Board, committee meetings and general Association meetings shall be noted. The minutes shall indicate the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.
  - Adequate and correct books and records of account to include the following: accounts of its properties, business transactions, assets, liabilities, disbursements and gains and losses.
  - A record of its members to include the following: members' names, addresses, class of membership held and termination date of the membership.
  - A copy of the Association's Articles of Incorporation and Bylaws as amended to date. These shall be open to inspection by the members of the Association at all general meetings.
- B. The Board may adopt, use and at will alter an Association seal. Failure to affix the seal to Association documents, however, shall not affect the validity of any such document.

- C. Every Officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association. The shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of the Bylaws and provision of law.
- D. Members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
- To inspect at any reasonable time the books, records, or minutes of proceedings of the members, the Board, or committees of the Board, upon written request on the Secretary, Membership and Recording. The written request shall state the purpose for which the inspection rights are requested. The information provided cannot be used for any other reason than as stated in the written request.
  - Members shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of the Bylaws, and provision of law.
- E. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Association, to be so prepared and delivered within the time limits set by law.

#### **ARTICLE X - Amendments**

- A. The Bylaws may be amended by a two-thirds vote at any called or scheduled meeting at which a quorum is present.
- B. Members shall be notified at least two weeks in advance of any proposed amendments.

#### **ARTICLE XI - Adoption of Bylaws**

This constitution and Bylaws may be initially adopted by the Board, acting for the Association, pending approval by the Association's membership at the first regularly scheduled meeting of the Association. Each year the Bylaws shall be reviewed and voted in at the first general meeting of the year.

#### **ARTICLE XII - Dissolution**

Upon dissolution of the Association, all assets shall be given to Nease High School or, if it ceases to exist, the St. Johns County Schools, for use in a mutually agreed upon manner. However, if the named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of the Association shall be distributed to a foundation for the arts, that is organized and operated exclusively for the purposes specified in section 501(c)3 of the Internal Revenue Code and which has established its tax-exempt status under that section.

#### **ARTICLE XIII – Construction and Terms**

- A. If there is any conflict between the provision of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.
- B. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

- C. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.