

# Pace High School Band Boosters, Inc.

## Constitution and Bylaws

*The Constitution and Bylaws of the Pace High School Band Boosters, Inc. shall promote inclusion, accountability and transparency in all dealings.*

### ARTICLE I: Name

This corporation shall be known as the Pace High School Band Boosters, Inc., a non-profit Florida corporation.

### ARTICLE II: Objectives and Purpose

**Section 1:** To promote the band programs of Pace High School through cooperation among music students, band faculty, the school administration, parents, guardians and the community.

**Section 2:** To provide financial and logistical assistance in an effort to meet band program needs not funded by the school or school district.

**Section 3:** To support the band programs as a whole and not for the direct personal enrichment of any single member of the Organization, of the band, or of band faculty.

**Section 4:** To encourage, promote, and advance the goals of the Organization by improving and sustaining the *esprit de corps*; spirit, fellowship, and knowledge among its members and the surrounding community in a cooperative and ardent manner.

**Section 5:** This Corporation will be operated as a non-profit Organization for the benefit of the Pace High School Band.

### ARTICLE III: Membership and Fees

**Section 1:** Individual and family memberships are available to all adults who share a common interest in promoting and upholding the objectives of the Organization and whose membership dues are paid.

**Section 2:** The membership year shall be concurrent with the current school year of July 1st through June 30th.

**Section 3:** Annual membership fees shall be established by a majority vote of General members present at the April meeting of the Band Boosters for the school year beginning the following July 1st and ending June 30th. Memberships may be sold at all Band events and at General meetings. Membership fees will not be prorated.

**Section 4:** Membership Status

- A. Ex-officio Members refers to those members who serve the Organization due to their current or previous office or position per Article VI, Section 5 and are fee exempt.
- B. Executive Committee Members are those members elected to serve as defined in Article VI, Section 2 in this document.
- C. General Members refers to those members who are not elected to hold an office and are not a member of the Executive Committee. General members include Committee Chairpersons and all other members.

- D. All Members of the Organization regardless of their membership status may attend Committee Meetings with the exclusion of Audit Committee Meetings.
- E. Business Members refer to those members who are not Ex-officio, Elected, or General Members of the Organization; but, who share a common interest in promoting and upholding the objectives of the Organization through their support.
  - 1. All businesses seeking membership status shall be reviewed and approved by the Executive Committee.
  - 2. Memberships will be tiered to acknowledge the level of annual support. Support tiers will allow for an annual cumulative total to determine the level of support. Certificates of membership or a plaque may be awarded annually to acknowledge the level of support of each business.
  - 3. The following four (4) tiers are available:

<u>Amount of Support</u>	<u>Tier</u>	<u>Award</u>
\$50 but less than \$100	Bronze	Certificate
\$100 but less than \$500	Silver	Certificate
\$500 but less than \$1000	Gold	Certificate
\$1000 or more	Minuteman	Certificate and Plaque

- 4. Businesses will be acknowledged as a “Business Member” in designated printed materials and/or media.
- 5. Business Members will be invited to Band events (e.g. Tailgate Party, Banquet, etc.)
- 6. Business Member(s) may be acknowledged in a local paper or publication when deemed appropriate by the Executive Committee.
- 7. Donations may be either monetary or in-kind (recorded at fair-market value) and may be used for a designated purpose.
- 8. The 1st Vice President shall be responsible for contacting and soliciting members, keeping members informed, and incorporating Business members into events (See Article VI: Section 9B).

**ARTICLE IV: Meetings**

**Section 1:** General Meetings. The Pace High School Band Boosters, Inc. will meet on the first Tuesday of each month; except, the January and July meetings will be held on the second Tuesday of the month. Any change of meeting time or day will be announced at the preceding meeting. A quorum consisting of no less than fifteen (15) General members plus two (2) Executive Committee members must be present at any meeting for business to be conducted.

**Section 2:** Executive Committee Meetings. The Executive Committee will meet monthly, prior to General meetings. Special meetings may be called at the discretion of the President. A quorum of no less than five (5) voting members of the Executive Committee must be present at any meeting of the Executive Committee for business to be conducted.

**Section 3:** Members of the Organization who are not members of the Executive Committee may attend Executive Committee meetings. Non-members shall only be asked to leave

Executive Committee meetings when personnel issues pertaining to elected Executive Committee members are discussed.

**Section 4:** Special Meetings.

- A. Executive Committee: Special meetings may be called at the discretion of the President or of the Executive Committee with notification at a previous meeting or by telephone/e-mail at least one week in advance. Special meetings may not be scheduled at a time commonly observed as holiday or a time known to be inconvenient to many members without full consent of all members of the Executive Committee. Rules for a quorum stated in Article IV, Section 2 apply to any Special Meeting of the Executive Committee.
- B. General Members: Special meetings may be called at the discretion of the President or of the Executive Committee with notification at a previous meeting or by telephone/e-mail at least one week in advance. Special meetings may not be scheduled at a time commonly observed as a holiday. Rules for a quorum stated in Article IV, Section 1 apply to any Special Meeting of the Organization.
- C. No other business but that specified in the notice may be transacted at such Special meetings.

**ARTICLE V: Voting**

**Section 1:** Every member of the Band Boosters shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any General or Special meeting of the Organization. Members must be present to vote (no proxy voting). Passage or failure of proposals shall be determined by a majority vote of members present unless otherwise specified.

**Section 2:** Executive Committee members shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any Regular or Special Executive Committee meeting. Executive Committee members may exercise a proxy for Executive Committee meetings only. The proxy shall be in written form and shall only be given to another Executive Committee member. Any Executive Committee member who is not present and has not exercised a proxy will be excluded from the vote. Proxy voting is suspended in matters relating to removal of officers.

**Section 3:** Ex-officio school administration and faculty members of the Organization shall be non-voting members.

**Section 4:** Business members are normally non-voting members. Business members may become voting members per Article III, Section I. A voting Business member shall not vote on any issue that directly or indirectly involves their business.

**Section 5:** The Nominating Committee shall act as “Inspectors of Election” for the Election of Officers conducted in March, and shall, at the conclusion of such balloting, certify in writing to the current President the results and a copy shall be affixed in the minutes of that meeting.

## **ARTICLE VI: Government**

**Section 1:** All members of the Organization shall follow the rules set forth in the following documents:

- A. The Pace High School Band Booster, Inc. Articles of Incorporation.
- B. The Pace High School Band Boosters, Inc. Constitution and Bylaws.
- C. The Pace High School Band Booster, Inc. Code of Ethics (Addendum I).
- D. The Pace High School Band Booster, Inc. Standing Committees (Addendum II).
- E. All matters not covered in Article VI, Section 1, A through D will be subject to the rules contained in the current edition of Robert's Rules of Order Newly Revised. These rules shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with any special rules of order the Organization may adopt.
- F. The documents referenced in Article VI, Section 1, A through D shall be known as the Governing Documents.

**Section 2:** Elected Officers

The officers of this organization shall consist of:

President

1<sup>st</sup> Vice President

2<sup>nd</sup> Vice President

Secretary

Treasurer

Four (4) Members-at-Large: One at-large member shall be reserved for a parent/guardian of a freshman parent.

**Section 3:** Requirements of Elected Officers

- A. An elected official of the Organization must be a member in good standing in accordance with Article III, Section 1 and be the parent/guardian of a child in the Pace High School Band Program.
- B. It is preferable that each elected official have some knowledge pertinent to their office.

**Section 4:** Election of Officers

- A. Election of officers will be conducted at the General meeting in March. The Nominating Committee will present a ballot, organized by office, to include all candidates nominated for the following offices: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. The General membership will vote for one (1) candidate for each of the offices President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. The ballot will provide space for write-in votes for each office listed above.
- B. In the event of a tie; the Nominating Committee will distribute blank slips of paper to all General members present. Each General member will write the name of the candidate of their choosing on the slip of paper and return it to the Nominating Committee. The Nominating Committee will then follow the procedures outlined in Article V, Section 5.
- C. Election of Officers designated as Members-at-Large will be conducted at the General Membership meeting in March. Nominations will be taken from the floor. Any General member may nominate one (1) or more persons to serve. Each General member will

write the name of three (3) candidates of their choosing on the slip of paper and return it to the Nominating Committee. The Nominating Committee will then follow the procedures outlined in Article V, Section 5.

- D. At the August General meeting, nominations will be taken from the floor, for a freshman parent to serve as a Member-at-Large. Three (3) General members (not currently on the Executive Committee) will be appointed by the President to act as “Inspectors of Election” for this election, and shall at the conclusion of such balloting, certify in writing to the current President the results and a copy shall be affixed in the minutes of that meeting.
- E. Elections of all Executive Committee members will be conducted by secret ballot. The officers will be determined by a majority vote of General members present. The individual candidate for each office who receives the greatest number of votes shall be considered elected to serve.
- F. The Nominating Committee shall certify election results for the Elections of Executive Committee members conducted in March per Article V, Section 5.

**Section 5:** The Executive Committee.

The Executive Committee shall consist of:

- A. The elected officers in Section 2 above.
- B. Ex-officio (Non-Voting) members;
  - 1. Principal of Pace High School.
  - 2. The Band Director(s) of Pace High School.
  - 3. The Immediate past President of the Band Boosters.
  - 4. Chairperson(s) of any committee, as deemed necessary by the President and/or the Executive Committee.
  - 5. Parliamentarian (optional appointment by the Executive Committee) (see Article VI, Section 10).

**Section 6:** Term of Office. Elected officers will be installed in May and will serve from June 1st through May 31st of the coming year, or until their successors are elected and installed. Each elected official may serve no more than two consecutive terms in the same office.

**Section 7:** Vacancies. Vacancies of elected officers (see Article VI, Section 2), shall be filled by the designation of a successor by majority vote of the General members at a Regular or Special meeting in accordance with Article VI, Section 4D. Such successor shall serve for the unexpired term. If the office of President is vacated; the 1st Vice President will assume the office and serve for the unexpired term.

**Section 8:** Removal of Executive Committee Members.

- A. Any member of the Executive Committee may be removed from office with or without cause by a majority of all votes of the members.
- B. The notice of a meeting of the members, to recall a member or members of the Executive Committee, shall state in writing the specific Executive Committee member or members sought to be removed.

- C. A proposed removal of an Executive Committee member at a meeting shall require a separate vote for each Executive Committee member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Executive Committee member to be removed.
- D. Vacancies created by the removal process shall be filled according to procedures outlined Article VI, Section 7.
- E. Any Executive Committee member who is removed from the Executive Committee shall not be eligible to stand for reelection until the next annual meeting at which officers are elected.
- F. Failure to attend two consecutive, regularly scheduled meetings, without a valid excuse shall constitute cause for removal of an Executive Committee member. The officer may be removed only if a majority of the Executive Committee members, then in office, vote for the removal.
- G. Any Executive Committee member removed from office shall turn over to the Executive Committee within 72 hours any and all records of the corporation in his or her possession.
- H. If an Executive Committee member who is removed does not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the officer to relinquish his or her office and turn over corporate records upon application of any member.
- I. An Executive Committee member who moves out of the area or whose child is no longer a member of the Pace High School Band is not eligible to serve on the Executive Committee per Article VI, Section 3.

**Section 9:** Duties of Officers.

The duties of the officers are as follows:

- A. President. The President shall:
  - 1. Preside at all General and Executive Committee meetings.
  - 2. Maintain an impartial attitude toward issues in debate. (Although the President is allowed to state opinions regarding issues before the Executive Committee, for the well-being of the organization, an impartial attitude should be maintained when presiding over General meetings.)
  - 3. Votes only to break a tie in meetings of the Executive Committee and General membership.
  - 4. Make all committee appointments, except where the Constitution and Bylaws indicate otherwise.
  - 5. Serve as ex-officio member and as an advisor to all committees; except the Nominating Committee.
  - 6. Call Special meetings when required.
  - 7. Perform all duties pertaining to the office of President in accordance with the Governing Documents of the Organization.

- B. 1st Vice President. The 1st Vice President shall:
1. Preside at General and Executive committee meetings in the absence of the President.
  2. Shall manage and coordinate all activities pertaining to contact, solicitation and communications between the Organization and its business partners.
  3. Provide, when requested by other committees, lists of business partners for solicitation purposes.
  4. Provide committees a letter of introduction, donation log, and donation acceptance letters.
  5. Maintain donation records for the Organization and provide thank you letters to all donors.
  6. Shall be responsible for all operations and maintaining records for all logistical, volunteer, and financial aspects of his/her committees.
  7. The 1st Vice President may designate other Booster members to coordinate business relations activities or may form a committee to assist in these efforts.
  8. Shall assist the 2nd Vice President in the operations of the Concessions Committee.
- C. 2nd Vice President. The 2nd Vice President shall:
1. Preside at the General and Executive Committee meetings in the absence of the President and the 1st Vice President.
  2. Shall serve as the Chairman of the Ways and Means Committee. The Ways and Means Committee shall recommend to the Executive Committee, for their approval, fundraising projects.
  3. Shall be responsible for all operations and maintaining records for all logistical, volunteer, and financial aspects of his/her committees.
  4. Shall chair the Concessions Committee.
  5. The 2nd Vice President may designate other Booster members to coordinate fundraising and concessions activities.
- D. Secretary. The Secretary shall:
1. Record the minutes of all General and Executive Committee meetings.
  2. Provide minutes of the previous meeting to the membership.
  3. Maintain committee reports when provided in writing.
  4. Shall have custody of and maintain the Organization's current Governing Documents per Article VI, Section 1.
  5. Provide a copy of current Constitution and Bylaws to all Executive Committee members.
  6. Perform other duties as delegated by the Executive Committee.
  7. Maintain a file for member review, records for a minimum of five (5) years, to include the following: all General meeting minutes, all Executive Committee meeting minutes, Governing Documents, all Treasurer's reports, Annual Audit Report and Federal and State Tax Returns for the past five (5) years.

E. Treasurer. The Treasurer shall:

1. Be custodian of all funds and securities of the Organization.
2. Shall develop (to be approved by a majority vote of the Executive Committee) or follow procedures for handling funds within the Organization. A copy of these procedures will be provided to all Committee Chairs and to the Secretary for inclusion in the Members file to be retained indefinitely. These procedures may be reviewed by the Treasurer as often as necessary. Any changes made will be presented to the Executive Committee for approval by a majority vote of the members present.
3. Keep a record of the accounts of the Organization and maintain a detailed written financial statement for use by the Executive Committee. This statement will provide the following information: a balance sheet (assets and liabilities with legal obligations only), budget positions, and year-to-date income and expenses.
4. Provide, at each General meeting of the Organization, a summary of financial activities for the previous month to include assets, liabilities, budget summary, and monthly income/expense report.
5. Provide reports (in compliance with Section E, Item 3 above) to the General membership at the conclusion of the 2nd (January) and 4th (June) quarters, to include a complete profit/loss statement for each individual fundraising event (i.e., all football concessions is one event).
6. Deposit all monies of the Organization within five working days of receipt in a bank or banks selected by the Executive Committee. Any withdrawals for authorized purposes require joint signatures of two of the officers of the Organization, one of whom shall be the Treasurer and the other of whom shall be one of the officers listed in Article VI, Section 2 (President, 1st Vice President, 2nd Vice President, and Secretary only) are required for withdrawals. Withdrawals shall not exceed budgeted amounts without prior approval per Article IX, Sections 1 through 4. When a check is drawn with the Treasurer as payee, two other authorized officers must sign.
7. Record and maintain records justifying all disbursements. Subsidiary records are required for all cash disbursements (i.e., petty cash, cash advances, cash reimbursements, etc.).
8. Provide a copy of both the detailed report and the summary of activities (Section E, Item 3 above) of the financial records to the Secretary for inclusion in the members' review file to be maintained for a minimum of five (5) years.
9. The Treasurer shall facilitate and provide input and guide the Executive Committee in the preparation of the Revenue and Expense Budgets for the upcoming fiscal year. The Treasurer will present both the Revenue and Expense Budgets for approval by the General membership no later than the July General meeting.

F. Members-at-Large: Members-at-Large shall:

1. Chair one or more Standing Committees. If the Standing Committee requires the entire year to fulfill its duties, then the Member-at-Large may elect to chair only one

committee. If the committee only requires one-half (1/2) year or less to fulfill its duties the Executive Committee may require a Member-at-Large to chair another committee requiring one-half (1/2) year or less to fulfill its duties. These committees shall not function concurrently.

2. Shall submit their committee choices to the Executive Committee for approval no later than the June Executive Committee meeting.
3. Shall be responsible for all operations and maintain records for all logistical, volunteer, and financial aspects of his/her committees.
4. Members-at-Large may designate other Booster members to assist in coordinating committee activities.

**Section 10:** Parliamentarian

- A. The appointment of a Parliamentarian will be an option of the Executive Committee.
- B. If appointed, the Parliamentarian shall:
  1. Aid and advise the officers and Executive Committee at all meetings.
  2. Chair a committee, if requested by the President, to prepare proposed amendments to the Constitution and Bylaws.

**Section 11:** Committees

- A. The Executive Committee.
  1. Duties: The Executive Committee, of which the President is Chairperson, shall have charge of all business affairs of the Organization, shall prepare an annual budget to be submitted to the General membership for their approval no later than the July General meeting, and shall consider all matters concerning the welfare of the organization, and shall present recommendations to the organization for action.
  2. Meetings: Meetings will be held in accordance with Article IV, Section 2 of the Constitution and Bylaws.
  3. Quorum: A quorum will be in keeping with Article IV, Section 2 of the Constitution and Bylaws.
- B. Standing Committees: The Organization shall have Standing Committees as deemed necessary by the Executive Committee. Those Committees may include; but, are not limited to those Standing Committees referenced in the Pace High School Band Boosters, Inc., Addendum II, Standing Committees.
- C. Special Committees.
  1. Audit Committee: The Executive Committee, at their April meeting, will appoint an Audit committee of three members in good standing and/or select an independent auditor to audit the Treasurer's activities. The Audit Committee will make a report to the Executive Committee and then present the report to the membership no later than the September General meeting. A copy of the report will be provided to the Secretary for inclusion in the member's review file to be maintained for a minimum of five (5) years.

2. Nominating Committee.
  - a. The Executive Committee, at their February meeting, will appoint five (5) General members to serve on the Nominating Committee. The Executive Committee, by a majority vote of members present, will select a chairperson for the Nominating Committee from the five (5) committee members. The Nominating Committee chair will contact the committee members and shall call the first meeting. Other meeting dates and times shall be determined at the first meeting of the committee by the members. Three (3) of five (5) members must be present for business to be conducted.
  - b. The Nominating Committee will accept nominations for the offices of President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. Nominees will be contacted by the Nominating Committee to confirm their nomination. Nominees will be provided a list of requirements for the position to which they were nominated. If a candidate is nominated for more than one office he/she will be asked to choose between those offices. Candidates shall be required to provide a brief verbal statement to include their motivation for seeking the office and any experience pertinent to the office they seek. These statements will be given in the March General meeting prior to the Election of Officers.
  - c. Nominations for Members-at-Large will be handled per Article VI, Section 4C and 4E.
  - d. The Nominating Committee will present and introduce the candidates for each office to the General membership at the March meeting. Elections of officers will be conducted per Article VI, Section 4 of this document.
3. Other Committees.
  - a. Additional committees may be appointed and have the function and tenure given and mandated by the President upon appointment. Except for those committees listed above all committees are considered “ad hoc” and will operate only until they meet their goals or for one year unless extended by the President.
  - b. Any “ad hoc” committee that operates for two (2) or more years consecutively shall become a Standing Committee.

## **ARTICLE VII: Amending the Constitution and Bylaws**

***Section 1:*** The Constitution and Bylaws shall be amended as follows:

- A. The proposed amendment shall be in written form in a format that presents both the present form and the proposed changes.
- B. The proposed amendment shall be presented to the General membership at a General meeting.
- C. The proposed amendment shall be voted on at the next General meeting.
- D. Passage or failure shall be determined by the majority vote of the members present.

**Section 2:** A Constitution and Bylaws Committee shall be appointed by the Executive Committee and convene as often as necessary, but at intervals not exceeding three years. Upon completion of the review process, the Constitution and Bylaws revisions shall be presented as outlined in Article VII, Section 1, A. through D. above.

**Section 3:** Addendum II - Standing Committees: The tasks and duties of Standing Committees shall be maintained and revised by the assigned Committee Chairperson as often as necessary. Any changes made shall be given to the Secretary in writing to be attached to Addendum II - Standing Committees. The Secretary at the end of each year shall compile and record changes provided to Addendum II.

#### **ARTICLE VIII: Fiscal Year**

The Pace High School Band Boosters, Inc. shall function on a fiscal year basis beginning June 1st and ending May 31st.

#### **ARTICLE IX: Disbursements**

**Section 1:** Expenditures, other than normal recurring budgeted operating expenses, up to one hundred dollars (\$100) may be expended with the approval of the Treasurer.

**Section 2:** Expenditures, other than normal recurring budgeted operating expenses, between one hundred dollars (\$100) and one-thousand dollars (\$1000) shall be approved by the Executive Committee.

**Section 3:** All expenditures exceeding one thousand dollars (\$1000) shall be presented to the General membership for approval. A majority vote of the members present constitutes approval.

**Section 4:** Normal recurring budgeted expenses that exceed budget (budgeted line items) shall be approved in accordance with Article IX, Section 1, 2, and 3.

#### **ARTICLE X: Liabilities of Officers and Members**

Florida statutes provide “Limited Liability” for organization members under Title XXXVI Chapter 617.0604, “A member of a corporation is not, as such, personally liable for any act, debt, liability, or obligation of the corporation”. However; under Title XXXVI Chapter 617.0834 officers will not be personally liable for money damages unless they breach or fail to perform their duties, and this breach or failure to perform amounts to one of the following:

- A violation of criminal law, or
- The board member received “improper personal benefit”, or
- The breach or failure to perform the duty was done “recklessly” (i.e. with conscious disregard of a known risk) or done in “bad faith” or done pursuant to a “malicious purpose”, or done in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

**ARTICLE XI: Dissolution**

*Section 1:* In accordance with Florida Statute, Title XXXVI Chapter 617.1402: the Executive Committee must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a General or Special meeting of members entitled to vote. Written notice stating that the purpose or one of the purposes, of such meeting, is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting. A resolution to dissolve the corporation shall be adopted by a majority vote of members present and voting.

*Section 2:* Upon the dissolution of the organization, the General members may by 2/3 vote of the members present and voting (rules for a quorum stated in Article IV, Section 1 apply), distribute the assets of the Organization to another 501(c) (3) organization at a Regularly Scheduled General meeting or Special meeting. If no quorum is met the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.