



Pace High Band

2013 FMBC Class 5A Champions
Pace, Florida

Pace Band Boosters, Inc.

Constitution and Bylaws

06/04/2026

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

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ARTICLE I: Name

This corporation shall be known as the Pace 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, regardless of membership status.
- Section 4: To encourage, promote and advance the goals of the organization by improving and sustaining 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

- Section 1: Memberships are available to all adults who share a common interest in promoting and upholding the objectives of the organization.
- Section 2: The membership year shall be concurrent with the current school year of June 1st through May 31st.
- Section 3: Membership shall not require the payment of dues.
- 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.
 - 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 Financial Review Committee Meetings.

ARTICLE IV: Meetings

- Section 1: General Meetings.

The Pace Band Boosters, Inc. will meet during the second week of each month. Any change of meeting time or day will be announced at the preceding meeting or via the organizations designated communication methods(s) at least one week in advance. A quorum for any General Meeting shall consist of no fewer than eleven (11) voting members.
- Section 2: Executive Committee Meetings.

The Executive Committee will meet monthly during the first week of each month, prior to

General meetings. 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 when required or deemed necessary, with notification the organization's designated communication method(s) at least 48 hours in advance. Special meetings be scheduled at a reasonable time, as determined by the President or Executive Committee, with consideration given to member availability. 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 via the organization's designated communication method(s) 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 any Special meeting.

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. Proxy voting is suspended in matters relating to removal of officers. In the instance where an Executive Committee member is exercising their right to proxy, that Executive Committee Member shall:
 - Notify the committee member to whom they are granting the proxy.
 - Provide written or electronic notice to the President prior to the start of that meeting.
- Section 3: Ex-officio school administration and faculty members of the Organization shall be nonvoting members.
- Section 4: The Nominating Committee shall act as "Inspectors of Election" for the Election of Officers conducted in April, and shall certify results in writing to the President.

ARTICLE VI: Government

- **Section 1:** All members of the Organization shall follow the rules set forth in the following documents:
 - A. The Pace Band Boosters, Inc. Articles of Incorporation.
 - B. The Pace Band Boosters, Inc. Constitution and Bylaws.
 - C. The Pace Band Boosters, Inc. Code of Ethics (Addendum I).
 - D. All matters not covered in Article VI, Section 1, A through C will be subject to the rules contained in the current edition of Robert's Rules of Order Newly Revised.
 - E. 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 C shall be known as the Governing Documents.

- **Section 2: Elected Officers.**

The officers of this organization shall consist of:

- A. President
- B. 1st Vice President
- C. 2nd Vice President
- D. Secretary
- E. Treasurer
- F. Five (5) Members-at-Large: At least one (1) member-at-Large shall be reserved for a parent/guardian of an incoming freshman.

In the instance where the above positions are unable to be properly filled, the Executive Committee shall consist of:

- A. President
- B. Secretary
- C. Treasurer

In the instance where a President, Secretary and Treasurer are not named, proceed to Article XII.

- **Section 3: Requirements of Elected Officers**
 - A. An elected official of the Organization must be the parent/guardian of a child in the Pace High School Band Program.
 - B. It is preferable that each elected official has some knowledge pertinent to their office.
- **Section 4: Election of Officers**
 - A. Election of officers will be conducted at the General meeting in April. Nominations may be submitted in advance in writing to any member of the Nominating Committee or may be made from the floor at the meeting. Any General member may nominate one (1) or more eligible persons for each position. All nominees must consent to serve if elected. Nominees not present at the meeting must have provided prior consent to a member of the Nominating Committee. The Nominating Committee shall present a ballot, organized by the office, including all eligible nominees for the following positions: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Member-at-Large (Hospitality), Member-at-Large (Communications) and Member-at-Large (Hydration / First Aid), Member-at-Large (Chaperones). The General Membership shall vote for one (1) candidate for each position and one (1) candidate for each Member-at-Large position. The candidate receiving the highest number of votes for each position shall be elected.

- B. 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.
 - C. 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 4.
 - D. Election of the Member-at-Large position designated as Assistant to the Secretary shall be conducted at the June/July General Meeting. Nominations may be submitted in advance in writing to any member of the Nominating Committee or may be made from the floor at the meeting. Any General member may nominate one (1) eligible freshman parent / guardian for this position. All nominees must consent to serve if elected. Nominees not present at the meeting must have provided prior consent to a member of the Nominating Committee. The Nominating Committee shall present a ballot including all eligible nominees for the Member-at-Large (Assistant to the Secretary) position. The General Membership shall vote for one (1) candidate, and the candidate receiving the highest number of votes shall be elected.
 - 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 April per Article V, Section 4.
 - G. Each candidate of the Executive Committee will submit a signed form acknowledging the Code of Ethics and Code of Conduct contained in Addendum I stating their intent to comply with the Code of Ethics and Conduct.
 - H. The parent/guardian of incoming new student who has been an active member of the Band Boosters within the previous five (5) years is eligible to run for an elected position in the April election immediately prior to the year their student attends the Band Camp in June. In this situation, the newly elected parent/guardian will not take over the position until their student is officially a member of the band, which occurs with their starting Band Camp in May/June.
- **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.
 - **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.
 - **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 4: D. 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 cause by a majority of all votes of the Executive Committee 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. The 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 in Article VI, Section 7.
- E. Any Executive Committee member who is removed from the Executive Committee, or chooses to resign, 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 as determined by the Executive Committee, shall constitute cause for removal. 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 who resigns or is otherwise removed from office shall turn over to the Executive Committee within 48 hours any and all records of the corporation in his or her possession.
- H. If an Executive Committee member who is removed or chooses to resign and 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.***

- A. **President.** *The President shall:*
 1. Preside over 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. Vote only to break a tie in meetings of the Executive Committee and General membership.
 4. Appoint Committee Chairs for Standing Committees in accordance with outlined Officer responsibilities (Article VI, Section 10).
 5. Serve as ex-officio member and as an advisor to all committees, except the Nominating Committee.
 6. Call and properly notice special meetings when required.

7. Perform all duties pertaining to the office of President in accordance with the Governing Documents of the Organization.

Further President duties include the following:

Publicity:

- Work with the Communications at-large position to advertise and promote all Booster events.
- Work with the Communications at-large position to promote Booster events on the website and all social media sites.
- Help the communications chair maintain and monitor all Booster social media platforms.

Pit Crew/Vehicles:

- Schedule all trucks needed for the Band Program.
- Make sure the appropriate funding is used for each truck rental.
- Develop a Crew of drivers for the band trucks and trailers for each band event.
- Supervise and arrange for the loading and unloading of all band equipment.
- Coordinate logistics for each event with the Band Director.
- Coordinate with the Assistant Principal of Operations to maintain and repair band truck at the district level as needed.
- Maintain the service on all vehicles as necessary.

Scholarships:

- Work with the Directors to distribute all applicable scholarship applications.
- Develop a rubric for judging the applications.
- Select a committee of non-booster affiliated individuals to review the applications and select two winners.
- Present the scholarships to the winners at the End of the Year ceremony.

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 sponsors.
3. Draft and distribute sponsorship letters to area businesses. A copy of the letter distributed to businesses will be given to executive committee.
4. Draft and distribute a copy of the student sponsorship letter to all students for fundraising. A copy of the letter distributed to students will be given to the Executive Committee.
5. Be the Executive Advisor to established Standing Committees.
6. Ensure funding is properly dispersed to the “ways and means” account by the policy set forth by the Executive Board.

Further 1st Vice President duties include the following:

Sponsorships:

- Review and update Business Sponsorship letter. Provide a copy to the Executive Board.

- Contact various businesses in person or by mail.
- Promote sponsorship program.
- Keep track of the number of sponsors and the type of sponsor.
- Donations may be either monetary or in kind (recorded at fair market value) and may be used for a designated purpose.
- Work directly with the Treasurer to receive reports for tracking donations.

Grants:

- Seek out potential grant funding sources that align with the mission of the band booster organization.
- Write and submit grant documents once funding sources have been identified.

New Fundraisers:

- 1st Vice President will meet with the Executive Board to determine new fundraisers.
- Appoint a chairperson to coordinate all activities.
- Coordinate with the Treasurer all financial matters.
- New fundraisers that require upfront money will have to be approved according to Article IX of the Constitution and Bylaws.

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 be the Executive Advisor to established Standing Committees.

Further 2nd Vice President duties include the following:

Concessions:

- Two (2) Concession Managers will be appointed by the 2nd Vice President to manage East and West Concession Stands
- Inventory Control prior, during, and after concession events.
- Order and pick up supplies. A copy of the order will be given to the Treasurer prior to the concession event.
- Secure supervisor leadership for concessions/grilling for football games and other events.
- Coordinate with the Chair of grilling the time and place of the event.
- Coordinate with school administration for purchase of beverage products.
- Recruit and train concession volunteers in proper food handling and use of equipment.
- Report broken or missing school equipment to the proper school administrator.
- Oversee set-up and clean-up for each event including each concession stand and the surrounding area.
- Establish a check-out system to keep track of equipment that is borrowed from concessions or other items borrowed from the Pace Band Boosters.
- Coordinate with the Treasurer who will train all volunteers concerning procedures for handling money.

- At the end of the season, clean and properly store all Booster equipment in the Booster storage shed. Equipment not owned by the Boosters must be cleaned and returned at this time.

Grilling:

- Recruit volunteers for each event.
- Prepare grilled food items according to proper food handling procedures.
- Coordinate set-up and clean-up of the grill areas.
- Train all grill area volunteers, including proper food handling and use of equipment.
- Secure a propane supplier-through donation or discount.
- Provide and Coordinate maintenance of the grills.

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 Organizations' current Governing Documents per Article VI, Section 1.
5. Provide a copy of current Constitution and Bylaws to all Executive Committee members.
6. Track all thank you letters completed by the member who solicited the donation or support for the band.
7. Maintain a file for member review, records for a minimum of three (3) years, to include the following: all General meeting minutes, all Executive Committee meeting minutes Governing Documents, and all Treasurer's reports.
8. Shall be the Executive Advisor to the established Standing Committees.
9. Shall act in a role and have similar financial authority to the Treasurer, as outlined in *Section E* below.
10. Shall provide assistance to the Treasurer for the purposes of maintaining and upkeeping the financial documents of the organization.

Further Secretary duties include:

Minutes:

- Records and distributes minutes to all meetings.
- Maintain Committee Reports when provided in writing.

E. Treasurer. *The Treasurer shall:*

1. Coordinate changeover of board members to be on the bank account.
2. Serve as custodian of all funds and securities of the organization.
3. Develop procedures for accounting for funds within the Organization. A copy of these procedures will be maintained by the Treasurer and the Association President
4. Responsible for renewing any organizational membership(s) necessary for operations to ensure our account(s) stays up to date.

5. Coordinates changeover of board members to applicable organizational accounts including credit card access.
6. Responsible for filing for a renewal of the Consumer Certification of Exemption.
7. Responsible for coordination with insurance company for yearly renewal of insurance policies.
8. Responsible for working with Pace Band Booster's CPA to ensure tax form 990 is filed with the IRS.
9. Coordinate with Financial Review Committee to ensure availability of books and items necessary for financial review.
10. Pay all support staff on the first of the month for services provided in the previous month with amounts given by the Director of Bands.
11. Coordinate with the Director of Band to obtain all necessary information of support staff, bus drivers, etc. for filing of 1099NEC.
 - Prepares and files 1099NEC on all individuals receiving payment of \$2,000 or more in any calendar year (January-December).
12. Prepare financial statements for review by the Board and Membership each month.
13. Collect and deposits money from all events.
14. Establish and supervise a team to count cash at games.
15. Coordinates cash procedures for all events.
 - Establishes and supervises a team to collect, count cash at these events (This only applies to booster fundraisers, IP and WG are handled individually)
16. Work with Directors of Percussion and Color Guard as custodian of their bank ledgers, collecting and depositing all funds and paying all invoices.
17. Ensure earmarked funds are reserved for their purpose only and are annotated for operation sponsorship, grants, or scholarships, and deposited in the correct bank accounts.
18. Balance the checkbook/spreadsheet to the bank statement on a monthly basis.
19. Ensure all recurring bills are paid on time.
20. Responsible for working directly with Director of Bands on the budget line items controlled by the Director such as Staff Pay, Director Accounts, etc.
21. Facilitate, provides input and guide the Executive Committee in the preparation of the Revenue and Expense budgets for each fiscal year.
22. 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.
23. Provide, at each General meeting of the Organization, a summary of financial activities for the previous month to include monthly income/expense report and budget summary.
24. Deposit all monies of the Organization on the following business day or within 48 hours of receipt in the respective bank accounts.
 - Any withdrawals for authorized purposes require joint signatures from 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, are required for withdrawals.
 - Withdrawals shall not exceed budgeted amounts without prior approval per Article IX, Sections 1 through 4.

- When a check is issued with the Treasurer as payee, two other authorized officers must sign.
- 25. Record and maintain records justifying all disbursements for all accounts.
- 26. 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 years.
- 27. Serve as the Executive Advisor over the Standing Committees
- 28. Maintain Annual Financial Review Report and Federal and State Tax Returns
- 29. Keep a record of the accounts of the Organization and maintain a detailed financial statement for use by the Executive Committee.
 - This statement will provide the following information:
 - A balance sheet for all accounts,
 - Budget positions and year-to-date income and expenses.

F. Members-at-Large:

Member at Large duties may include:

- Develop and distribute a member interest survey at the beginning of each membership year to identify skills, talents and areas of interest for volunteer service, in support of band activities and committees.
- Contact various T-shirt vendors to determine the cost and design of the Booster T-shirts and Polos. Cost and quality should be deciding factors. Present your recommendations to the Executive Board. Booster T-shirts and Polo's are pre-ordered. Payment must be received in order to place an order.
- Coordinate with Treasurer procedures for handling money.

Chaperones

- Coordinate with the Band Directors on the required number of chaperones needed for each away event for the school year.
- Assist volunteers with level 1 volunteer forms, collecting them, and turning them into the Assistant Principal's secretary/mail room clerk.
- Level 1 clearance renewed each school year.
- Assist current level 1 volunteers with forms and fingerprint procedures for level 2 certification needed for overnight events.
- Verify volunteer approvals each month via Santa Rosa County School Board Meeting Agendas.
- Provide all chaperones with guidelines in accordance with Santa Rosa County District Volunteer Handbook.
- Recruit chaperones for each event, confirming they are currently approved at the required level (1 or 2), and have worked at least three Pace High Concession Events. Provide the Band Directors with these names before the event. The Executive Committee shall maintain and approve a current list of qualifying events and volunteer opportunities eligible for credit or participation requirements. This list shall be maintained outside of these bylaws and may be updated as needed without requiring an amendment to this document.

- Devise a means of communication between chaperones, Band Directors (2) and staff members at least the day before each event.
- Train all chaperones before each event with guidelines in accordance with Santa Rosa County District Volunteer Handbook.
- Provide chaperones with the student bus list they are assigned, as provided by the Band Directors.
- Obtain bus number placards and chaperone lanyards from the secretary and distribute at each event.
- Assist the 2nd VP in providing the Band Directors with a list of parents who earned volunteer credits in accordance with the organization's Volunteer Credit Policy.

VOLUNTEER CREDIT POLICY. The Organization may establish a system of volunteer credits to encourage participation in approved events and activities. The following rules shall apply:

- Each completed qualifying event may earn a volunteer credit that may be applied to the Fair Share of one student associated with that Booster.
- Credits must be applied first to the Fair Share of currently enrolled students in the Pace High School Band program.
- There is no limit to the number of events for which a Booster may earn credits; however, credits applied to any single student shall not exceed that student's Fair Share obligation.
- Credits earned in excess of one student's Fair Share may be applied to another eligible student within the same household, applied to other approved band-related expenses, or retained for future use as permitted by the Organization.
- Volunteer credits have no cash value and shall not be redeemed for cash.
- Volunteer credits are non-transferable outside of the parent(s) or guardian(s) of enrolled students.

Hospitality

- Organizing band events including:
 - Senior Night
 - Band Awards Night
- Summer Band Camp Meals
- Organize food needs for band events.
- Secure venues and decorate for events.
- Set-up and clean-up for each event.
- A reception for Seniors and their families will be on Senior Recognition Night prior to the football game typically held in late September/early October. Decorate and provide refreshments for the seniors. Senior Sashes, Photos, and Goodie Bags are typically included in the event for the Seniors.
- Band Awards are typically held in May. Coordinate a date with the Director of Bands. Responsibilities include securing a venue, decorating, and organizing light refreshments for the band members.
- Organize meals for summer camps and other events as requested by the Director of Bands. (Funds for summer camp will come from the Band Director's account).
- Contact the school cafeteria manager to secure cafeteria availability to serve meals during summer camps.
- Coordinate with Treasurer financial procedures involving Pace Band Boosters, Inc.

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- Help secure and organize any travel accommodation as requested by the Director of Bands.

Communications

- Documents band activities via digital photography.
- Maintain social media accounts and other accounts as necessary.
- Recruit parent photographers for band practices and events, confirming they are approved at Level 1 or 2 (as required), to document band activities via digital photography.

Hydration / First Aid

- Secure bottled water and sports drink donations for the entire year. Quantity based on number of students and number of football games (home and away) and competitions.
- Request donations for specific needs.
- Maintain/clean coolers.
 - Report to the Executive Committee when new coolers are needed to be purchased.
- Provide hydration and basic first aid for the Band and Color Guard for all camps, practices and football games during the summer and fall seasons.
- Recruit and coordinate volunteers to aid with hydration and basic first aid at all necessary events.
- Coordinate and work collaboratively with the Band Director and Color Guard Director for all hydration and basic first aid needs.
- Inventory and maintain the Medical Kit.
- Collect and alphabetize all medical forms from the Band Director.
- Maintain these forms in the binders and ensure they are at all events.

Assistant to the Secretary

- Assist the Secretary in all duties, excluding access to the financial accounts of the Booster organization.
- T-Shirts:
 - Responsible for advertising and sale of shirts at all events.
 - Maintain current inventory.
 - Determine which fundraiser events need T-shirts.
 - Secure T-shirt vendor for all shirts including Pace Band Booster Shirts.
 - Final artwork for all shirts will be brought to the Executive Board for approval and pricing.

- **Section 10: 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 at the General Meeting to be held in June, 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. Each standing committee's chair shall:

- Inform the Executive Committee Member responsible for the Standing Committees of all activities of the committee.
 - Coordinate, delegate, and communicate with your committee.
 - Plan and execute your respective jobs.
 - Coordinate the purchasing of all supplies or materials through the appropriate Executive Committee Member.
 - Contact sponsorship if donations are to be solicited for your event.
 - Work directly with the Treasurer for handing all monies collected or donated in accordance with appropriate accounting procedures outlined by the Organizations' Treasurer.
 - Turn in all monies collected to the treasurer within 48 hours of the event.

- C. Special Committees.

- 1. Financial Review Committee

- a. The Executive Committee, at their April meeting, will appoint a Financial Review Committee of three members in good standing and/or select an independent auditor to audit the Treasurer's activities. The Financial Review 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 Treasurer and the Secretary for inclusion in the members' review file to be maintained for a minimum of five (5) years.

- 2. Nominating Committee.

- b. The Executive Committee, at their March meeting, will appoint three (3) members to serve on the Nominating Committee. The three (3) committee members will meet and appoint a chair. Of the three (3) members, one (1) may be a board member not seeking election to an office for the upcoming year.
 - c. The Nominating Committee will accept/seek 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 with 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 may 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 April General meeting prior to the Election of Officers.

- d. Nominations for Members-at-Large will be handled per Article VI, Section 4C and 4E.
- e. The Nominating Committee will present and introduce the candidates for each office to the General membership at the April 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 Executive Committee 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 Executive Committee.
 - 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(s) shall be presented to the General membership at a General Meeting. The proposed amendment(s) shall be voted on at a Special Meeting. (Refer to Article IV, Section 4).
 - C. 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 every three years. Upon completion of the review process, the Constitution and By-Laws revisions shall be presented as outlined in Article VII, Section 1, A through C above.

ARTICLE VIII: Fiscal Year

The Pace 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, between one dollar (\$1) and one-thousand dollars (\$1,000) shall be approved by the Executive Committee.
- **Section 2:** All expenditures, other than normal recurring budgeted operating expenses, exceeding one thousand dollars (\$1,000) shall be presented to the General membership for approval. A majority vote of the members present constitutes approval.
- **Section 3:** Normal recurring budgeted expenses that exceed budget (budgeted line items) shall be approved in accordance with Article IX, Section 1 and 2.
- **Section 4:** Notwithstanding the provisions of this Article, expenditures for new fundraisers may be approved by the Executive Committee, provided (a) such expenditure does not exceed \$3,500 in a single fiscal year, (b) no more than one activity can be approved under

this section in a single fiscal year, and the fundraiser must be proposed to and approved by the Executive Committee. Any expenditures in excess of the \$3,500 limit or more than one new activity, shall be presented to the General Membership for approval.

ARTICLE X: Policies Applicable to Non-Profit Organizations Under Applicable Federal and Florida Law

- ***Section 1: Conflict of Interest.***

A. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. All members of the Pace Band Boosters, Inc., regardless of status, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the organization.

B. If such a conflict exists, he or she shall promptly disclose the conflict of interest to the person in charge of the activity or, the next higher authority if the member is in charge, or to the Executive Committee. This individual shall recuse himself or herself at any Executive Committee, Committee, General Member, or other meeting, from any deliberations or vote on the matter giving rise to the conflict of interest. A disclosure statement shall be submitted to and reviewed by the Financial Review Committee.

C. In order to reduce the possibility of perceived conflict of interest, it is the policy for the *organization* that more than one (1) parent/guardian of a band/color guard student are prohibited from holding Executive Committee positions concurrently.

- ***Section 2: Whistle-Blower Policy and Procedure:***

This policy is intended to encourage all members, regardless of status, to report suspected or actual occurrence(s) of illegal, unethical, or inappropriate events, which are behaviors or practices, without retribution.

A. The Whistle-Blower should promptly report the suspected or actual event to the Financial Review Committee. The senior member of the Financial Review Committee is defined as the member who has served the longest, as a member, in the organization. This member, for the purposes of this policy, shall be referred to as the Whistle-Blower Point of Contact. If this point of contact is not available, the Whistle-Blower may submit their report to one of the other Financial Review Committee members.

B. Whistle-Blower reports shall be submitted in good faith regarding illegal, unethical, or inappropriate behaviors or practices only. Reports that are made out of malice for the organization or an individual are to be considered as not submitted in good faith.

C. The Whistle-Blower retains the option of providing his/her identity or reporting anonymously. The Whistle-Blower shall receive no retaliation or retribution for a report that was provided in good faith.

D. A Whistle-Blower who submits a report that is not made in good faith is subject to discipline by the organization or other legal means to protect the reputation of the organization, its members and its Executive Committee.

E. Anyone who retaliates against a Whistle-Blower, whose report was submitted in good faith, will be subject to discipline by the organization or other legal means to protect the reputation of the organization, its members and its Executive Committee.

- F.** Crimes against people or property should immediately be reported to local law enforcement personnel.
- G.** Committee Chairpersons and/or Executive Committee members who receive a Whistle-Blower report must promptly refer the issue to the Financial Review Committee to facilitate an expeditious investigation and resolution of the issue.
- H.** The Whistle-Blower shall receive a report within ten business days of the initial report, regarding the investigation, disposition or resolution of the issue.
- I.** If the investigation of a report, that was submitted in good faith and investigated by the Whistle-Blower Point of Contact, is not to the Whistle-Blower's satisfaction, then he/she has the right to report the event to the appropriate legal authority or investigative agency.
- J.** The identity of the Whistle-Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the organization are subject to subpoena.

- ***Section 3: Documents retention and destruction.***

- A.** All official documents of the organization shall be maintained by the Secretary and Treasurer in accordance with Article VI, Section 9D-7 and Article VI, Section 9E-7 through 8. In addition, electronic data of the same information shall be retained for the same specified period.
- B.** All official electronic communications sent or received by the organization or on behalf of the organization, in the conduct of its business, shall be retained for 3 (three) years.
- C.** Any and all official business conducted electronically by the Executive Committee on behalf of the organization shall be retained for 3 (three) years.
- D.** When official documents of the organization are no longer required to be retained, they are to be destroyed by shredding. Official data of the organization that is no longer required to be retained which is stored electronically on a Hard Drive or other memory media shall be electronically destroyed or shredded (software required). Simply deleting such files does not ensure their destruction.
- E.** Should the organization become the subject of a federal or state investigation or, if litigation concerning the organization is anticipated, imminent or ongoing, all documents and data destruction described above, shall cease immediately. The destruction of the documents and data may only be resumed when approval from the investigative and/or judicial authorities has been officially received by the organization.

ARTICLE XI 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, FS. 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 XII: 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.

END OF DOCUMENT