

# Bylaws of the St. Francis Band Boosters

- Revision A -

## **MISSION:**

*It is the mission of the Saint Francis Band Boosters to assist the Band Directors in providing our students with the best music education possible and develop within them a lifelong love of music of all kinds. We will accomplish this by raising funds, assisting with organizing events and activities, and provide exemplary leadership and direction for the general membership.*

*It is also the mission of the Saint Francis Band Boosters to cultivate community appreciation and interest in our band programs and to encourage other parents of band members to support and maintain involvement in these programs.*

## **Revision History**

| <b>Revision</b> | <b>Description of Change</b> | <b>Author</b> | <b>Date</b> |
|-----------------|------------------------------|---------------|-------------|
| A               | Initial Release              | J Edwardson   | 9/15/2016   |
|                 |                              |               |             |

## **Article I: Name and Purpose**

**Section 1.** The name of this ‘Organization’ shall be the **St Francis Band Boosters**.

**Section 2.** The purpose of this Organization shall be to carry out the Mission of the Organization and to assist the Band Directors in the fulfillment of their musical education vision.

## **Article II: Membership**

**Section 1. *Eligibility of Membership:*** The General Membership of the St Francis Band Boosters shall include all parents and/or legal guardians of St Francis Band students.

**Section 2. *Annual Membership Dues:*** Membership dues are not currently assessed.

**Section 3. *Rights of Members:*** All Members have a right to vote on all issues brought before the General Membership Meeting, chair committees, and to hold an office on the Board of Directors.

**Section 4. *Non-Voting Membership:*** The Board shall have the authority to establish and define non-voting categories of Membership. St. Francis Band Directors hold non-voting membership status.

## **Article III: Organizational Structure**

**Section 1.** The Executive Board shall be composed of the Board of Directors and the St Francis Band Director(s).

**Section 2.** The Board of Directors shall have up to seven (7) but no fewer than four (4) Officer roles/positions, consisting of a President, Vice-President, Treasurer, and Secretary and up to three additional Officers.

**Section 3.** The Board of Directors is responsible for overall policy and direction of the Organization and delegates responsibility of day-to-day operations to volunteers and committees.

**Section 4.** The SFBB will operate as a Section 501(c)(3) organization. As such, it is imperative that we:

- Refrain from supporting or opposing candidates in political campaigns in any way
- Ensure that our net earnings do not inure in whole or in part to the benefit of private shareholders or individuals
- Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially
- Not be organized or operated for the primary purpose of conduction trade or business that is not related to our exempt purpose(s).
- Not devote more than an insubstantial part of our activities attempting to influence legislation.

- Not provide commercial-type insurance as a substantial part of our activities.

## **Article IV: Duties and Responsibilities**

**Section 1.** Board Members may serve one, but not more than two consecutive terms in any one office.

**Section 2.** An officer may not hold more than one office at a time, however, an officer position may be held by co-officers at the discretion of the Board of Directors.

**Section 3.** The Board, at its discretion, may form and dissolve committees and designate Committee Chairpersons as necessary.

**Section 4.** Duties and Responsibilities of Board of Director Officers:

### President

- Preside at all board and general meetings.
- Provide an agenda prior to each meeting.
- Responsible for overseeing the execution of all board directives, resolutions and policies.
- Have authority to execute documents and enter into contractual relationships on behalf of the Organization.
- Shall have all powers and perform other duties as determined by the Board.

### Vice President

- Assume the duties of the president in his/her absence or in the event of his or her ability or refusal to act.
- Perform other duties as determined by the Board.

### Secretary

- Attend and record all official meetings of the Organization
- Compile minutes of meetings and distribute them in compliance with the policies of the Board.
- Prepare and distribute notices of all meetings.
- Monitor Organization email account and manage general communications for the Organization.

### Treasurer

- Keep all financial accounts and present a written statement of all accounts at meetings.
- Oversee completion and compliance with annual IRS reporting as needed.
- Maintain the checking account and all other financial accounts of the Organization.
- Ensure that accurate records and receipts are maintained in accordance with generally accepted business and accounting practices.

- The outgoing treasurer shall, within one (1) month after the annual elections, deliver to the newly elected treasurer all financial records of the Organization in his/her possession.

## **Article V: Meetings**

**Section 1.** General Membership meetings of this Organization shall be held monthly during the academic year, unless the Board determines otherwise.

**Section 2.** The Executive Board will meet year-round as frequently as deemed necessary by the Board.

**Section 3.** Meetings shall follow a pre-defined agenda and shall be conducted through the use of Parliamentary Procedure or Robert's Rules of Order, at the discretion of the Board.

**Section 4.** General Membership meeting decisions shall be determined by simple majority vote of those present.

**Section 5.** Board Meeting quorum shall be 2/3.

## **Article VI: Electoral Process**

**Section 1.** The annual general election will be held during the General Meeting in October. Nominations shall be taken during the General Meeting in September.

**Section 2.** The term of the elected Board Officers shall be two (2) years.

**Section 3.** The Vice President and Treasurer shall be elected on EVEN numbered years. The President and Secretary shall be elected on ODD numbered years.

**Section 4.** A simple majority of votes cast by all members present, including proxies, shall be sufficient and necessary to elect any Board of Director Officer of this Organization.

**Section 5.** In the event of resignation or removal of an Officer, a special election may be held at the discretion of the Board.

## **Article VII: Vacancies and Termination**

**Section 1.** Three (3) absences from regular meetings by a Member of the Board of Directors within one year shall constitute grounds for dismissal from the Board, at the sole discretion of the remaining members of the Board.

**Section 2.** Resignation from the Board of Directors must be in writing and given to the Secretary or any other Officer of the Board of Directors, preferably with one (1) month advanced notice to facilitate knowledge transfer as necessary.

**Section 3.** An Officer may be granted a Leave of Absence at the discretion of the Board. A Leave may not exceed 4 months in duration. The Officer on leave will be considered 'Inactive' as a Board Member, and will not be eligible to vote on Board matters nor add/deduct from a quorum as a member of the Board. This leave status will not affect their general Member status or rights. Leave of Absence status will be documented in the Meeting Minutes of the Board.

## **Article VIII: Financial Management**

**Section 1.** The Organization shall follow a fiscal year of July 1 to June 30 of the following year, to coincide with the academic calendar.

**Section 2.** All Board positions are volunteer-based. No payment shall be made directly or indirectly to Board Members for their service as a Board Member.

**Section 3.** To avoid potential conflicts of interest, any Board Member who may benefit directly or indirectly on the outcome of a vote shall abstain from that vote and the voting record shall indicate that abstention.

**Section 4.** Expenses should be paid for directly out of Organization funds and accounts. If a Member incurs Organization-related expenses out-of-pocket and would like to be reimbursed, a request for reimbursement including receipt(s) (or affidavit in lieu of a missing receipt) must be submitted and reviewed by the Treasurer before reimbursement is made.

**Section 5.** The disbursement of funds shall be done with a simple majority approval of the Board of Directors.

**Section 6.** An audit of the books of this Organization shall be undertaken every 2 years, and a written report shall be submitted to the Board.

**Section 7.** A Form 990 shall be filed annually based on requirements of IRS and Saint Francis School District guidelines.

**Section 8.** In the event that the St. Francis Band Boosters disbands, all remaining funds will be transferred to a 501(c)3 organization at the discretion of the Board.

**Section 9.** The Board shall operate the Organization under a balanced budget.

**Section 10.** No Member, Officer, or Director of this Organization shall be personally liable for the debts or obligations of the Organization of any nature whatsoever, nor shall any of the

property of the Membership, Officers, or Directors be subject to the payment of debts or obligations of this Organization.

## **ARTICLE X: Bylaws Review and Amendments**

**Section 1.** The Bylaws of the Organization shall be reviewed by the Executive Board, or designee, at least every three years. The review shall be documented by adding the date of the review and any changes incorporated into the Change Table at the beginning of this document.

**Section 2.** Approval of updated Bylaws shall be accomplished by 2/3 majority vote of the Board of Directors.

**Section 3.** Amending the Bylaws is a 3-step process:

1. Propose amendment by submitting to the Secretary a proposal with suggested wording.
2. Proposal is presented to the Executive Board by the Secretary during a Board Meeting and is open for review and discussion.
3. The Board of Directors may disposition the proposal as one of the following:
  - Proceed with a vote on the proposed amendment,
  - Reject amendment proposal with rationale,
  - Rework the proposed amendment with feedback.