

# Naples High School Band Boosters, Inc. Bylaws

## Naples, Florida

### Amended

#### Article I Name and Purpose

##### **Section 1.01. Name.**

The name of this organization shall be Naples High School Band Boosters, Inc.

##### **Section 1.02. Purpose.**

The organization is organized and operated for the charitable and educational purposes of the Naples High School Band Program within the meaning of 501(c)(3) of the Internal Revenue Code (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.); to assist the band program in developing, executing, and funding support for all relevant activities. In pursuance of these purposes, the Corporation shall do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

#### Article II Membership

##### **Section 2.01. Qualification.**

All parents, guardians or other persons with a child enrolled and attending Naples High School and members of the community interested in supporting the purpose of the Naples High School Band Boosters as outlined in Article I. Such members are considered Band Boosters. The Naples High School Band Director shall be a non-voting, advisory member of the organization and Executive Board.

##### **Section 2.02. Voting Privileges.**

Voting privileges shall be limited to the Executive Board and Chairpersons except at the general election meeting at which new board members are elected.

##### **Section 2.03. Rights and Responsibilities.**

The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office.

##### **Section 2.04. Quorum.**

The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum, the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

### **Section 2.05. Meetings.**

There shall be at least one general annual meeting of the membership at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board. Attendance and participation is welcome and encouraged by all members.

## **Article III Executive Board**

### **Section 3.01. Membership.**

The Executive Board shall consist of the elected officers of the organization who have a child or relative in the band program. If a vacancy remains, a Board position may be filled by a community member (see 2.01).

### **Section 3.02. Authority.**

The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership of these bylaws. It may create standing and special committees, approve the plans and work of standing and special committees, review prepared annual budget, and, in general, conduct the business and activities of the organization.

### **Section 3.03. Meetings.**

The Executive Board should meet monthly to prepare for general membership meetings and to conduct business on behalf of the organization.

### **Section 3.04. Quorum.**

A quorum of the Executive Board for the conduct of business shall consist of a simple majority.

### **Section 3.05. Action Without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing or by other electronic communication means to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

### **Section 3.06. Participation in Meeting by Conference Telephone.**

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

### **Section 3.07. Reimbursement.**

Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

**Section 3.08. Voting Authority.**

In the event an elected officer/chairperson serves in more than one capacity on the Executive Board, that member’s vote will be counted as one vote.

**Section 3.09. Tied Vote.**

In the event of a tie vote, the decision shall be made by a coin toss witnessed by a quorum of the Executive Board.

**Section 3.10. Executive Advisor.**

The Naples High School Band Director shall be a non-voting, advisory member of the Executive Board.

**Section 3.11. Administrative Executive Board.**

For the purpose of the administrative function of business filings, the President, Vice President, Treasurer and Secretary/Communications Specialist shall make up the Administrative Executive Board.

**Article IV Officers and Their Elections**

**Section 4.01. Officers.**

The officers of the Executive Board shall be President, Vice President, Treasurer, Secretary/Communications Specialist, Fundraising and Community Outreach Co-Chairs, Concessions Co-Chairs, Volunteer Chair, and Uniforms Co-Chairs for a total of eleven (11) voting Executive Board positions.

**Section 4.02. Election.**

A nominating committee composed of at least three (3) officers shall begin seeking nominees at least two months prior to the month in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership one month prior to the general election. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. In the event that there is more than one nominee for any Office/Chair position, voting shall take place by written ballots. In the event only one nominee has been presented for the Office/Chair position, it shall be in order to make a motion for the acceptance of the nominee into the elected position. Officers/Chairs shall be elected at the general election meeting of the organization by a simple majority of the active attending members. No absentee voting will be permitted.

**Section 4.03. Term.**

Officers/Chairs shall assume their official duties on June 1st following the election. Officers/Chairs shall serve a one-year term.

**Section 4.04. Removal From Office/Chair Position.**

The Executive Board can bring forth a motion to remove an Officer or Chair for failing to fulfill the duties of his/her position, or for behaving in an irresponsible, negligent manner that is

deemed damaging to the Naples High School Band Boosters and the Band program. The person being recommended for removal must be contacted and given the opportunity to explain his/her actions in person to the Executive Board members. After discussing the matter with the Officer or Chair in question, a two-thirds majority vote of the Executive Board is required to remove the person in question.

#### **Section 4.05. Vacancies.**

Any Officer/Chair wishing to resign his/her elected position for any reason must submit his/her intent to resign in writing and give the President thirty (30) days to find a replacement (except in the event of an emergency situation, sickness, death in the family, etc.). A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

## **Article V Duties of Officers**

#### **Section 5.01. General Duties.**

All members of the Executive Board shall be required to attend the Executive and General Board meetings. Repeated absences warrant removal by Executive Board vote. Notification of absence must be made prior to meeting via email/text/phone call to another Board member (see 4.04). All Officers/Chairs shall deliver to their successors, or the President, all official materials within fifteen (15) days following the date at which their successors assume their duties. All members of the Executive Board should try, as necessary, to recruit and encourage an appropriate number of members as committee members to carry out the organizational fundraising goals.

#### **Section 5.02. President.**

The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general oversee all of the activities of the organization. The President will be responsible for, but not limited to, the following duties:

- Preside at all meetings of the Executive Board and all meetings of the membership.
- Have the power, on extraordinary occasions, to call for an emergency meeting of the Executive Board and Chairs, upon giving due notice (24 hours) to the Executive Board and Chairs and stating in this notice the purpose of the meeting. Under these circumstances, a vote can be obtained through electronic communications, if necessary. He/She shall confirm a quorum is present before conducting any business.
- Ensure that these Bylaws are enforced, and perform such duties as usually pertain to this office.
- Serve as a member ex officio to all other committees except the Nominating and Audit Committees.
- Have the power to appoint standing and special committees subject to the approval of the Executive Board.
- Set meeting agendas ten (10) days prior to General and/or Executive Meetings. The Executive Board will have three (3) days to amend the proposed agenda. Seven (7) days prior, the Secretary/Communications Specialist will make the agenda available to the general membership.

- Communicate to other Officers/Chairs the monthly goals, requests and/or needs of the Band Director where necessary.
- Perform such other duties as are requested by the Executive Board.
- Is a member of the Administrative Executive Board.

**Section 5.03. Vice President.**

In the absence of the President, the Vice President shall perform the duties of the President.

- The Vice President shall perform such other duties as are requested by the President or the Executive Board.
- Is a member of the Administrative Executive Board.

**Section 5.04. Secretary/Communications Specialist.**

The Secretary/Communications Specialist will be responsible for, but not limited to, the following duties:

- Keep a written record of the Minutes of the proceedings of the membership and the Executive Board.
- Maintain records pertaining to proceedings in accordance with the State and Federal law. Approved meeting minutes shall be available for review no later than fifteen (15) days after Executive Board approval.
- Manage and keep, utilizing a web-based communication system where appropriate, an accurate tally of all students, parents, volunteers, and alumni and, in general, perform all duties incident to the office of Secretary/Communications Specialist.
- Work in conjunction with the Volunteer Chair to ensure a current record of volunteer hours is maintained.
- Work in conjunction with the President and Band Director to ensure a current schedule of events, practices, concerts, etc. is communicated to the membership.
- Is a member of the Administrative Executive Board.

**Section 5.05. Treasurer.**

The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization’s financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization’s tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer will be responsible for, but not limited to, the following duties:

- In collaboration with the Band Director and the President, prepare an annual budget for review and approval by the Executive Board.
- Ensure that numbered receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization’s authorized bank account(s).
- Be available, or obtain an alternate, for all fundraising activities so that timely deposits can be made.
- Ensure that student payments are picked up on a weekly basis where action is warranted.
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.

- Disperse additional payments for expenditures as directed and approved by a simple majority of the Executive Board.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and monthly at the Executive Board meetings.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.
- Work with the CPA to complete annual tax filings. (see 6.09)
- Is a member of the Administrative Executive Board.

### **Section 5.06. Fundraising and Community Outreach Co-Chairs.**

The Fundraising and Community Outreach Co-Chairs will be responsible for, but not limited to, the following duties:

- Coordinate and/or oversee a committee responsible for posting to social media and coordinating special functions and events.
- Provide direction and work in conjunction with any third party marketing or website companies providing services to Naples High Band in addition to oversight and maintenance of the Band Store.
- Act as a contact person and coordinate major fundraising events and campaigns with the respective committee members.
- Report the status, progress and final outcome of individual fundraisers to the Executive Board and General Membership.
- Prepare and submit grant applications as warranted.
- Seek out and research new fundraising opportunities.
- Connect with the surrounding community to cultivate community sponsorships.

Each of the two Fundraising and Community Outreach Co-Chairs is entitled to one vote. Should only one seat be filled, only one vote will be cast.

### **5.07. Concessions Co-Chairs.**

To drive smoother succession planning, Concessions should be run by two parents. Positions should consist of one upperclassmen parent and one underclassmen parent, preferably but not required. The concessions co-chairs will be responsible for overseeing volunteers that will perform, but not be limited to the following duties:

- Order, stock, and maintain concession inventory and/or equipment.
- Handle collection and balance concession monies at the end of every event or ensure that an alternate is present to handle these duties.
- Cleaning and maintenance oversight of the concession area and equipment, communicating with the President and Naples High School Activities Director where necessary.
- Work with the Executive Board to recommend purchases and repairs of concession equipment and plan the annual expenditures budget for the concession area.
- Provide the Executive Board and General Membership with an overview of concession sales and events.
- Report concession volunteer hours for students and parents to the Volunteer Chair for volunteer hour management.

Each of the two concession chairs is entitled to one vote. Should only one seat be filled, only one vote will be cast.

#### **5.08. Volunteer Chair.**

The Volunteer Chair will be responsible for, but not be limited to, the following duties:

- Make every effort to secure volunteers for all band related events, with additional support from the Executive Board when needed.
- Work with the Band Director, Concessions Co-Chairs, and Naples High School Activities Director to determine the dates, times, and needs of each chaperone and concession event.
- Compile and maintain a list of volunteers, including names, contact numbers, and general interests/availability for events.
- Ensure first aid kits are stocked and necessary travel supplies are available.
- Designate a lead chaperone for each event as necessary and communicate general duties required.
- Communicate volunteer commitments to Concessions Chairs prior to concession events.
- Work in conjunction with the Secretary/Communication Specialist in regards to logging volunteer hours and submission of hours to the front office staff of Naples High School.
- Provide guidance to volunteers on clearance levels and process for obtaining volunteer status.

#### **5.09. Uniforms Co-Chairs.**

To drive smoother succession planning, Uniforms should be run by two parents. Positions should consist of one upperclassmen parent and one underclassmen parent, preferably but not required.

The Uniforms Co-Chairs will be responsible for, but not be limited to, the following duties:

- Keep a record of all band programs' uniforms and accessories as issued.
- Make sure all uniforms, accessories and equipment are in good working order.
- Issue uniforms and accessories to students and ensure they are returned in good condition. Make suggestions to the Band Director and/or Executive Board for new or replacement items.
- Oversee uniform room volunteers and scheduling.
- Work with the Band Director to send out uniforms for cleaning.
- Report uniform volunteer hours for students and parents to the Secretary/Communication Specialist for submission to the front office staff of Naples High School.

Each of the two uniform chairs is entitled to one vote. Should only one seat be filled, only one vote will be cast.

## **Article VI Finances**

### **Section 6.01. Budget.**

The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the Executive Board.

### **Section 6.02. Obligations.**

The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

### **Section 6.03. Loans.**

No loans shall be made by the organization to its officers or members.

### **Section 6.04. Checks.**

All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer, President, or Vice President, as authorized in writing by the Executive Board, except that checks of \$2,500 or more must have the signature of at least two authorized signers.

### **Section 6.05. Banking.**

The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

### **Section 6.06. Financial Controls.**

The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- All bank accounts of the organization shall be opened in an FDIC insured institution, approved by the Executive Board, in the legal name of the organization using the organization's own EIN (employer identification number). Bank accounts shall not use the school's EIN.
- All investments and investment accounts shall be approved by the Board of Directors. Investment accounts shall generally be limited to Certificates of Deposit in FDIC insured institutions. All expenses must be approved by the Executive Board by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board.



- If debit/credit cards are established in the name of the organization, a policy approved by the Executive Board shall be established that includes a list of the authorized users, daily/monthly/annual spending limits, and limits use to charges for the organization. No personal charging on the card by the authorized users shall be allowed. All cash must be counted by two (2) people, documented on some form of cash tally sheet, and signed by each counter.
- Checks exceeding \$2,500 must be endorsed by at least two (2) authorized signers.
- Emergency expenditures will not exceed ten percent (10%) of the annual budget without a majority two-thirds vote by the Executive Board.
- An Audit Committee of two (2) people (one without check signing authority), designated by the Executive Board, shall review and reconcile all bank statements on an annual basis; and in the event of a change in Treasurer.

### **Section 6.07. Financial Report.**

The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually and in the event of a change in Treasurer. The internal audit committee shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. The Audit Committee shall report to the Executive Board its findings. If the Audit Committee determines that there is a problem or question about the Treasurer's books, it will recommend to the Executive Board that the books go to an accountant for further audit. If no problem or questions are found, the Executive Board can move to approve the Audit Committee's report without further action.

### **Section 6.08. Fiscal Year.**

The fiscal year of the organization shall be from June 1 to May 31 but may be changed by resolution of the Executive Board.

### **Section 6.09. Financial Record Retention.**

All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows (see Chart on page 9):

<b>RECORD</b>	<b>HOW TO STORE</b>	<b>PERIOD OF TIME</b>
Year-end Treasurer's financial report/statement, annual Internal Financial Review Reports, IRS Form 990s.	Store in corporate record book, binder, or cloud-based software.	<b>At least seven (7) years.</b> Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents.	Compile and file records on a yearly basis. Store in binder or cloud-based software.	<b>Seven (7) Years.</b> Store with financial records. Destroy after seven years.
Treasurer's reports (monthly)	Compile and file records on a yearly basis. Store in binder or cloud-based software.	<b>Three (3) Years.</b> Store with financial records. Destroy after three years.

## **Article VII Conflicts of Interest**

### **Section 7.01. Existence of Conflict, Disclosure.**

Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises, the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

### **Section 7.02. Non-participation in Vote.**

The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

### **Section 7.03. Minutes of Meeting.**

The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

#### **Section 7.04. Annual Review.**

A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently servicing the Corporation, or who hereafter becomes associated with the Corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

### **Article VIII Indemnification**

Every member of the Executive Board, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

### **Article IX Amendments**

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

### **Article X Dissolution**

The internal affairs of the corporation shall be regulated by its Executive Board as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court the county in which the principal office of the organization 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.

### **Article XI Private Benefit**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.