

**CHAMBERLAIN BAND BOOSTERS, INC.**  
A Corporation Not for Profit

**BY-LAWS – Proposed May 2017**

Adopted \_June 2017\_\_

**ARTICLE I. NAME**

The name of this corporation (or “organization”) will be Chamberlain Band Boosters, Inc.

**ARTICLE II. PURPOSE**

The objects and purposes of the corporation will be to advance the best interests of the Chamberlain High School Band by giving support such as the purchase of band equipment, aiding in band trips or performances as requested by the Band Director, and encouraging the love of music in the school and community.

**ARTICLE III. MEMBERSHIP**

Parents or legal guardians of any band student are eligible for membership with voting rights. Past band parents or patrons interested in furthering the objects and purposes of this organization are eligible for membership as ex-officio, non-voting members.

The Band Director, Assistant Director and Auxiliary Coordinator shall have full membership privileges.

Only members with an active band student may serve as officers or have voting privileges.

**ARTICLE IV. DUES**

There dues required for membership in this organization are \$20 and last for the entire voting year (August – July of the following year). This amount will be reviewed each year prior to the first parent meeting.

**ARTICLE V. BOOSTER MEETINGS**

Section 1. SCHEDULE. The Board of Directors and the general membership of Chamberlain Band Boosters, Inc. will meet together, quarterly at a minimum, unless otherwise specified by the Board of Directors.

Section 2. QUORUM. A quorum will be the voting members present at a regular or called meeting of the corporation. Should a Booster member not be present at a meeting in which voting takes place, he or she may submit his or her vote by written or electronic submission to the Band Director or any member of the Board of Directors prior to the meeting where the vote will take place.

**ARTICLE VI. BOARD OF DIRECTORS**

Section 1. COMPOSITION. The voting members of the Board of Directors will consist of the elected officers. The Band Director and Assistant Director will serve as ex-officio, non-voting, advisory members of the Board in accordance with the rules of the School Board of Hillsborough County (SBHC). The Member-at-Large, if appointed, will serve as an advisory, non-voting member.

Section 2. OFFICERS. The elected officers of the Chamberlain Band Boosters, Inc. will be President; First Vice President; Second Vice President of Auxiliary; Secretary; Treasurer - Receivables and Disbursements. Each elected officer will have one vote. Elected offices may not be shared. However, officers may delegate certain duties with the approval of the Board of Directors.

Section 3. COMMITTEE CHAIRPERSONS. The appointed standing committee chairperson is Fundraising and Equipment.

Section 4. TERM. The term of office for the Board of Directors will be one year, but elected officers may be eligible for any office for a consecutive term or terms.

Section 5. DUTIES. The Board of Directors will be empowered to transact all business of the Chamberlain Band Boosters, Inc. not reserved in the general membership, subject to review and direction by the general membership in meeting assemblies.

Section 6. BOARD MEETINGS. The Board of Directors will meet bi-monthly, minimum, during the academic year, twice during the summer and as called by the President and/or Band Director.

All outgoing officers and committee chairpersons will submit a written report summarizing the activities of their office for the past year at the May Board meeting. These reports will be transmitted to the appropriate incoming officers and chairpersons at the transition meeting and a copy will be placed in the permanent file held by the Secretary.

The first board meeting of the summer will serve as the transition meeting between the outgoing and incoming Boards and will include a detailed review of the By-Laws and Budget.

Section 7. ELECTED OFFICERS.

Additional specific policies and guidelines relating to duties and responsibilities of elected officers may be detailed in a separate document approved by the Board of Directors.

*PRESIDENT:* The President will preside at all regular meetings of the Board of Directors and at all Booster meetings. The President will perform the usual duties of the office, and with the approval of the Board of Directors will appoint all committee chairpersons; will serve as a member ex-officio (non-voting) of all permanent and special committees and serve as liaison to the Band Director(s). The President in consultation with the Band Director will establish the Board and Booster meeting agendas.

The Standing Committee Chairpersons appointed by the President with Board approval will be: Fundraising, Equipment, Volunteering and any other committee chairpersons as deemed necessary.

*FIRST VICE PRESIDENT:* The First Vice President will assume the duties of President in the absence of the President. The First Vice President will be responsible for coordinating all Special Projects and organizing special band functions as assigned by the President.

*SECOND VICE PRESIDENT OF AUXILIARY:* The Second Vice President will assume duties of the President in the absence of the President and the First Vice President. The Second Vice President will be responsible for coordinating and overseeing all color guard activities and serve as liaison to the Color Guard Instructor(s) and Band Director(s).

*SECRETARY:* The Secretary will keep minutes of all Board and Booster meetings and will have custody of the By-Laws, the archive of meeting minutes and all other records of the corporation. The Secretary will attend to all correspondence of the Corporation.

*TREASURER(S):* The Treasurers have care and custody of all monies of the corporation and will be responsible for all funds of the corporation. The Treasurers will serve on the Board in preparing the budget. The Treasurers will provide financial reports at the monthly meetings of the Board. The most recent bank statements will be made available for review at all Board meetings. A copy of financial reports will be provided to the Secretary and attached to the recorded meeting minutes. The Treasurer will process all payments made to the Chamberlain Band Boosters, Inc. The Treasurer will maintain a record of students' Fairshare and communicate with families regarding the status of those accounts. The Treasurer will keep a record of students' performance travel accounts and any other student purchases. The Treasurer will maintain and update the student database in an appropriate software or

electronic database. He or she will also distribute funds of the Chamberlain Band Boosters, Inc. in accordance with the approved budget and as authorized by the Board of Directors. The Treasurer will submit and file any applicable State and Federal Tax forms and certificates/registrations. The services of an outside accountant may be enlisted as required with prior Board approval. The Treasurer will maintain a regular pick-up and deposit schedule.

*MEMBER-AT-LARGE:* The position of Member-at-Large will be appointed only when more than 75% of a nominated slate of officers have not held a previous board position and will be elected at the same time as the officers. The Member-at-Large must be a past member of the Board of Directors who will remain on the Board for an additional term and will serve in a non-voting, advisory role.

Section 8. APPOINTED COMMITTEE CHAIRPERSONS.

The chairpersons appointed by the President and approved by the Board will supervise the work of their committee and recruit volunteers to fulfill its obligations. Chairmen will attend Board and Booster meetings as requested by the President and provide reports on the activities of their committee.

*FUNDRAISING CHAIR:* The Fundraising Chair has general responsibility for the assisting of students in raising their \$150 Fair Share in coordination with the Booster Board and Band Director(s). He or she must also be open in communicating with the Board members and Band Director to discuss fundraising profits and potential that will thereby meet the financial needs of the program, thereby meeting the needs of the students. He or she is responsible for presiding and organizing all fundraisers in conjunction with the Band Director(s) and Board of Directors. He or she may also delegate specific responsibilities and rally volunteers as needed to carry out the duties listed above.

*EQUIPMENT CHAIR:* The Equipment Committee shall work in coordination with the Secretary as needed who will assist the equipment committee in overseeing all operations. The committee shall be responsible for all truck and equipment logistics in the need of equipment transportation. Members of the general membership may be invited or volunteer to sit as a member of the committee.

Section 9. NOMINATION COMMITTEE. Volunteers will be solicited to serve on the Nomination Committee. A Nomination Committee will consist of three or five members, affirmed by the President and approved by the Board of Directors no later than the March meeting. The Band Director may participate in the nomination process in an advisory role; however, the Band Director will not carry a vote. The Nominating Committee will present a slate of one or more candidates for each elected office. These candidates will be presented at the April Band Booster Meeting for a vote. Other nominations may be made from the floor at the time of election.

Section 10. ELECTIONS. The election will be held at the May Booster Meeting. Majority vote of the members present will elect and all pre-submitted electronic votes will elect. Newly elected and current officers will coordinate the transfer of all records and documents prior to June 1.

Section 11. VACANCIES. If a vacancy occurs in the office of President, the position is automatically filled by the First Vice President. Other vacancies for the unexpired term will be filled by interim appointment by the President until the next Booster meeting, when an election will be held. Any committee vacancy shall be filled by Presidential appointment.

Section 12. QUORUM. A quorum for conducting business of the Board of Directors shall be two-thirds of the members of the Board.

Section 13. REMOVAL. A Board member can be removed from office with a two-thirds vote of the Board of Directors. Grounds for removal will include ethical or moral violations as outlined in HCPS By-Laws and Policies on School Volunteers. Immediate suspension by a three-fourths vote of the Board of Directors for any ethical or moral violation may be appropriate.

Removal may also occur for non-ethical or non-moral violations such as nonattendance at meetings, working against the principles and purposes of the organization, or other instances of non-fulfillment of their required duties as outlined in the By-Laws or any additional Policy and Guidelines document.

The Board member will be notified in writing of the accusations and of the Board's planned removal proceedings. The Board member will have the privilege of being present at a special or regular meeting of the Board of Directors at which the charges will be considered and the vote taken. The accused member will not participate in final deliberation or vote. However, the Board member will be permitted to provide the Board with any and all relevant information. The Board meeting minutes will reflect that the accusation was disclosed and discussed and Board member did not vote on the matter.

## **ARTICLE VII. FINANCES**

Section 1. FINANCIAL AUTHORITY. The approval of the Board of Directors will be required for the expenditure of any and all Booster funds. The annual budget will be used to guide the activities during the year, including serving as approval for anticipated expenditures. Any deviation from the budget must be pre-approved by the Board of Directors.

Section 2. FAIRSHARE. Recommended Fairshare amounts, payment schedules, and policies will be reviewed annually by the Board of Directors. Fairshare will be based on a preliminary annual budget for the following year created by the Finance Committee. Funds earned or paid by students and designated for fairshare are credited to their individual fairshare accounts.

Section 3. STUDENT PERFORMANCE TRAVEL ACCOUNTS. Funds earned or paid by students and designated for performance travel accounts are credited to their individual performance travel accounts.

Section 4. END OF YEAR BALANCE. Each outgoing board must leave in the treasury a sum equal to the unpaid bills and/or obligations for which the outgoing Board of Directors is responsible.

Section 5. BUDGET. The Finance Committee will prepare and present an annual budget to the Board of Directors for approval that strives to meet the program requirements. The Finance Committee, at minimum, will consist of the Treasurers and the Band Director. The Board of Directors will approve the annual budget no later than the July Board of Directors Meeting. The approved annual budget will be presented to the general membership no later than the September meeting. The Fiscal Year will run July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 6. AUDIT. The Treasury accounts will be reviewed no later than thirty (30) days following the fiscal year end of June 30<sup>th</sup> by an outside auditor or an auditing committee of not less than three members appointed by the President and approved by the Board of Directors. The Audit Committee may not include previous Treasurers.

Section 7. FINANCIAL CONTROLS. The Board of Directors, at its discretion, may establish a separate, written policy regarding specific financial controls that will be in compliance with the SBHC policies and procedures.

## **ARTICLE VIII. CONFLICTS OF INTEREST**

Section 1. 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 will call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person will not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter will be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 2. NONPARTICIPATION IN VOTE. The person having a conflict will not participate in the final deliberation or decision regarding the matter under consideration and will 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 3. MINUTES OF MEETING. The minutes of the meeting of the Board will 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 4. ANNUAL REVIEW. A copy of this conflict of interest statement will be furnished to each director or officer, employee and/or contractor who is presently serving the Corporation, or who hereafter becomes associated with the Corporation. This policy will be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors. Staff members and contractors will be advised of the policy upon undertaking the duties of their offices.

#### **ARTICLE IX. INDEMNIFICATION**

Every member of the Board of Directors, 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 she/he may become involved by reason of her/his 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 her/his 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 X. AMENDMENTS**

The By-Laws may be amended by majority vote of the members present at any regular or called meeting of the corporation, providing the proposed amendment(s) are submitted in writing at a previous meeting. The amendments must be approved by the Board of Directors prior to being submitted to the members.

#### **ARTICLE XI. PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be Robert's Rules of Order Newly Revised on all matters not specifically covered in these By-Laws.

#### **-- End of Chamberlain Band Boosters, Inc. By-Laws --**

The forgoing are the adopted By-Laws of the Chamberlain Band Boosters, Inc., a corporation not-for profit under the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1954, approved and adopted at a meeting of the corporation on the 5<sup>th</sup> day of June, 2017.

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Belinda Rensch, President

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Kathy Corcho, 1st Vice President

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Maggie Companioni, 2<sup>nd</sup> Vice President

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Eric Moore, Treasurer

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Emily Corder, Secretary