

**Naples High School Band Boosters, Inc. Bylaws**  
**Naples, Florida**  
**Amended April 4<sup>th</sup>, 2017**

**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. The Naples High School Band Director shall be 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.

**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 or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the Executive Board for approval, and, in general, conduct the business and activities of the organization.

**Section 3.03. Meetings.** The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs 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 non-voting, advisory member of the 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, Senior Class Representative, Junior Class Representative, Sophomore Class Representative, Freshman Class Representative, Concessions Chairperson, Special Committees Chairperson, Fundraising Chairperson, Marketing Coordinator, Uniform Specialist, Head Chaperone and a Color Guard Representative.

**Section 4.02. Election.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees 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 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/Chairpersons shall assume their official duties on July 1<sup>st</sup> following the election. Officers/Chairpersons shall serve a one-year term. Officers/Chairpersons may be elected for up to two consecutive terms in the same office.

**Section 4.04. Removal From Office/Chair Position.** The Executive Board can bring forth a motion to remove an Officer or Chairperson 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 Chairperson 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/Chairperson wishing to resign his/her elected position for any reason must submit his/her intent to resign in writing and give the President (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. All Officers/Chairpersons 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.

**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 supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. He/She shall have the power, on extra ordinary occasions, to call for an emergency meeting of the Executive Board and Chairpersons, upon giving due notice (24 hours) to the Executive Board and Chairpersons 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. The President shall see that the Bylaws are enforced, and shall perform such duties as usually pertain to this office. The President shall serve as a member ex officio to all other committees except the Nominating and Audit Committees. The President shall have the power to appoint standing and special committees subject to the approval of the Executive Board. The President shall also 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 Marketing Coordinator will make the agenda available to the general membership. The President shall perform such other duties as are assigned by the Executive Board.

**Section 5.03. Vice-President(s).** The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. He/She is responsible for the oversight of all Special Programs and the distribution of information to grade level representatives. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.04. Secretary.** The Secretary shall be a member of the Executive Board. The Secretary shall keep a written record of the minutes of the proceedings of the membership and the Executive Board, shall manage and keep an accurate tally of all students and parent volunteers, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board. He/she shall also be responsible for maintaining records pertaining to proceedings in accordance with State and Federal law. Approved meeting minutes shall be available for review no later than 15 days after Executive Board approval.

**Section 5.05. Treasurer.** The Treasurer shall be a member of the Executive Board. 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 shall:

- At the direction of the Band Director 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).
- The Treasurer shall be available, or obtain an alternate, for all fundraising activities so that timely deposits can be made.
- It is the responsibility of the Treasurer to see that student payments are picked up on a weekly basis where action is warranted. Student payments may not be paid with cash.
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.

- To 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 at other times as requested by the Executive Board.
- 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 maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new treasurer.

**Section 5.6. Duties of the Fundraising Chairperson.** The Fundraising Chairperson will be responsible for heading committees that will perform a variety of duties in an effort to raise funds for the Naples High School Band Program. The tasks include but not be limited to the following duties:

- Work with the Executive Board to establish fundraising goals,
- Recruits and encourages an appropriate number of members as committee members to carry out the organizational fundraising goals.
- Orients committee members and guides them through the fundraising tasks.
- Acts as a contact person & co-ordinates major fundraising events and campaigns with the respective committee members.
- Reports the status, progress, and final outcome of individual fundraisers to the Executive Board and General Membership.
- Prepare and submit grant applications as warranted.
- Seeks out and researches new fundraising opportunities.
- Connects with the surrounding community to cultivate community sponsorships.
- Oversight and maintenance of the Band Store.
- Orients the new Fundraising Chair to current and ongoing fundraisers.
- He/She shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.07. Marketing Coordinator.** The Marketing Coordinator shall be a member of the Executive Board. The Marketing Coordinator shall serve as a liaison between the Executive Board, General Membership and the public. He/she will maintain oversight of all electronic/social media outlets and communications with respect to the Naples High School Band Program. Seven (7) days prior to meetings the Marketing Coordinator will make the agenda available to the general membership. In general, he/she will perform all duties incident to the office of the Marketing Coordinator and such other duties as may be assigned by the President or the Executive Board.

**Section 5.08. Duties of the Special Committees Chairperson.** The elected Special Committees Chairperson is required to attend the executive board meetings and general meetings as a representative of all outstanding special committees. He/She will be serve as a liaison to the Executive Board and General Membership regarding all special committees and events. No committee work shall be undertaken without the consent of the Executive Board. He/She is responsible to gather all official materials from the individual committee chairmen and deliver to their successors or the president within fifteen (15) days following the date at which their successors assume their duties.

**Section 5.09. Special Committees/Off Board Positions.** There are some special committees that are active for only one event that occurs over a limited, short term time frame. The chairmen of these

committees are considered to be holding off-board positions because they will not be active in Executive Board meetings for the whole school year. These special committees are not part of the Executive Board, so the chairmanship of these committees does not carry the privilege of voting in Executive Board meetings, nor do these chairmen count toward quorum. The spokesman for these committees is the Special Committees Chairperson. (See above) The individual committee chairpersons of these committees are invited to speak at Board Meetings at the request of the Special Committees Chairperson. The Special Committees may include, but are not limited to:

- Band Camp
- Bylaws
- Senior Night
- Scholarship
- Student of the Month
- Band Banquet
- Band Trip
- Budget/Finance

**Section 5.10. Duties of the Concession Chairman.** The Chairman will be responsible for heading a committee that will perform, but not be limited to the following duties:

- Ordering, stocking, and maintenance of concession inventory and/or equipment.
- Handling collection and balancing of concession monies at the end of every event.
- Cleaning and maintenance oversight of the concession area and equipment.
- Works with the Executive Board to recommend purchases and repairs of concession equipment and plan the annual expenditures budget for the concession area.
- Providing the Executive Board and General Membership with an overview of concession sales and events.
- Report volunteer hours for students and parents to the front office staff of Naples High School.

**Section 5.11. Duties of the Head Chaperone.** The Head Chaperone will be responsible for heading a committee that will perform, but not be limited to the following duties:

- Work with the Band Director to determine the date, times, and needs of each chaperone event.
- Work with the Parent Class Representatives to recruit qualified chaperones and to obtain signed Chaperone Agreement forms for an adequate number of chaperones for your team.
- Compile a list of available chaperones, names, contact numbers, and verify screening level.
- Contact chaperones and assign duties prior to each event including but not limited to student lists, bus assignments, and necessary materials for the event.
- Must attend all events whether home or away or provide a qualified substitute in his/her place.
- He/She shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.12. Duties of the Uniform Specialist.** The Uniform Specialist will be responsible for heading group of volunteers that will perform, but not be limited to the following duties:

- Keep and record all band programs uniforms and accessories.
- Make sure all uniforms, accessories, and equipment are in good working order.
- Issues uniforms and accessories to students and ensures they are returned in good condition
- Makes suggestions to the Band Director and/or Executive Board for new or replacement items.
- Oversight of uniform room volunteers and scheduling.
- He/She shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.13. Duties of Class Representatives.** The Class Representatives (Freshman, Sophomore, Junior and Senior) shall represent the parents of their respective class at all Executive Meetings and also be responsible for the following duties:

- Send emails out to respective parents regarding any communication that the Executive Board or Band Director sends to the Class Representative to have circulated to the respective class parents.
- Inform President/Band Director of any communication and/or concerns from respective class parents in writing.
- Assist the respective students/parents with data entry into the CHARMS system.
- Maintenance and inventory control of water donations made by their respective class students and parents.
- Assist the Head Chaperone and Concessions Chairperson in the recruitment of qualified volunteers for chaperone and concession duties respectively.
- Serve as a grade level liaison to the parents during band events and meetings.
- Class Representatives shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.14. Duties of the Color Guard Representative.** The Color Guard Representative will represent the Color Guard Captain, members, and parents at all Executive Meetings.

## **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 or by any other person as authorized in writing by the Executive Board, except that checks of \$2500 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 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 \$2500 must be endorsed by at least two authorized signers
- Emergency expenditures will not exceed ten (10%) percent 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.
- A committee of at least two (2) people without check signing authority shall annually audit all corporate finances with the assistance of an outside accountant or auditing firm to conduct a review of corporate financial records.

**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 feels 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.

An external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA annually.

**Section 6.08. Fiscal Year.** The fiscal year of the organization shall be from July 1 to June 30 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:

<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 & file records on a yearly basis. Store in binder or cloud-based software.	<b>Seven (7) Years</b> Store w/financial records. Destroy after seven years.
Treasurer's reports (monthly)	Compile & file records on yearly basis. Store in binder or cloud-based software.	<b>Three (3) Years</b> Store w/ 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 a 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. Nonparticipation 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 serving 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 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 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 distributing 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.