

# **Baker County Band Boosters**

A Corporation Not for Profit

## **By-Laws**

Adopted with Amendments-- (Insert Date Here)

### **ARTICLE I: NAME**

The name of the corporation shall be Baker County Friends of Instrumental Arts, Inc. (BCFIA) We shall also do business as Baker County Band Boosters (BCBB).

### **ARTICLE II: POLICY**

The corporation shall be non-partisan, non-political, and non-sectarian in all of its activities. Baker County Friends of Instrumental Arts, Inc. is committed to the principle of equal opportunity. The corporation does not discriminate against individuals on the basis of race, color, sex, disability, sexual orientation, gender identity, religion, age, veteran status, ancestry, or national or ethnic origin in the administration of its policies.

### **ARTICLE III: PURPOSE**

1. **BENEFICIARIES**-- This Corporation exists to promote the ways and means of the instrumental music program at the following schools:
  - o Baker County High School – 1 Wildcat Drive, Glen St. Mary, FL 32040
  - o Baker County Middle School – 211 East Jonathan Street, Macclenny, FL 32063
  - o J. Franklyn Keller Intermediate School – 420 South Eighth Street, Macclenny, FL 32063
  - o Westside Elementary School – One Panther Circle, Glen St. Mary, FL 32040
  - o MacClenny Elementary School - One Wildkitten Dr., Macclenny, FL 32063
  - o Pre-K/Kindergarten Center – 362 South Blvd. East, Macclenny, FL 32063
2. **PURPOSE**-- The objects and purposes of the corporation will be to advance the best interests of the Baker County School Band Programs and the Baker County Elementary Programs by giving support such as the purchase of band uniforms and equipment, aiding in band trips or performances as requested by their music directors, and encouraging the love of music in the schools.

### **ARTICLE IV: 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.

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

# Baker County Band Boosters

## By-Laws

### ARTICLE V: MEETINGS

1. **SCHEDULE**-- Executive Board Meetings will be held at least once a month at a date, time, and location to be determined by the Executive Board.
2. **QUORUM**-- For the organization to hold meetings, the following executive officer positions must be filled - President, Treasurer, Secretary, and 2 of the 3 Vice President positions.
  - a. Three-fifths of the Executive Board must be present to constitute a quorum for the transacting of business and to establish a vote. When two executive officer positions are held by members of the same family (i.e. husband/wife, parent/child), Five members of the Executive Board must be present to constitute a quorum.
3. **SPECIAL MEETINGS**-- Special meetings of the membership, Executive Board, and Board of Directors may be called at the President's or Band Directors' discretion.
4. **ROBERT'S RULES OF ORDER**-- All meetings of the corporation will follow Robert's Rules of Order.
5. **CLOSED SESSION**-- The Executive Board shall have the authority to determine that it is in the best interest of the corporation that a particular item of a confidential nature should be considered in closed session. In such closed sessions, only issues of a sensitive, confidential or personal nature may be discussed. The Executive Board may decide to enter closed session by a three-fifth (3/5) majority vote cast in open session. All persons other than voting Executive Board members shall be excluded from such closed session except as invited to attend by a majority vote of the Executive Board members present. No vote or actions other than to admit invited guests and to return to open session may be taken in a closed session. The secretary of the Executive Board shall record in the minutes that a closed session of the Executive Board occurred and the general nature of the discussion that ensued.

### ARTICLE VI - EXECUTIVE BOARD

1. **COMPOSITION**-- The voting members of the Executive board will consist of the elected officers. The Band Directors, Assistant Director(s) and relevant Music Teachers will serve as ex-officio, non- voting, advisory members of the Board.
2. **OFFICERS**-- The officers of the corporation shall be a President, First Vice-President of Special Projects, Second Vice- President of Fundraising, Third Vice- President of Travel, Secretary, Treasurer. Elected offices may not be shared. However, officers may delegate certain duties with the approval of the Board of Directors.
3. **COMMITTEE CHAIRPERSONS**-- The appointed standing committee chairpersons are Volunteer, Uniform, Alumni, Sponsorship, Social Media, and Auxiliary.
4. **TERMS OF EXECUTIVE BOARD**-- Members of the Executive Board shall be elected for a term of 2 years and shall hold office for the term for which he/she is elected or until their successor is seated. Executive Board Officers must be at least 21 years of age at the time of assuming office.
  - a. No Executive Board Officer nor committee chair can serve more than 8 consecutive years in the same position.
5. **DUTIES**-- The Executive Board shall have authority to transact any necessary business between meetings of the corporation and shall direct the filing of the Annual Report to the Florida Department of State.

# Baker County Band Boosters

## By-Laws

6. **ELECTED OFFICERS**-- The powers and duties of officers except as herein stated shall be in accordance with the normal duties of officers provided for in Robert's Rules of Order.
- a. **President**-- The President shall:
    - i. Preside at all meetings of the organization, the Executive Board and shall be ex officio member of all committees.
    - ii. Appoint committee chairs.
    - iii. Perform such other duties as may be prescribed in these by-laws or assigned by the corporation or by the Executive Board.
    - iv. Coordinate and monitor the work of the officers and committees.
  - b. **First Vice President of Special Projects**-- The First Vice President of Special Projects shall:
    - i. Perform the duties of the President in the absence or inability of that officer to act.
    - ii. Coordinate all special projects and organize special band functions as assigned by the President.
  - c. **Second Vice President of Fundraising**-- The Second Vice President of Fundraising shall:
    - i. Assume the duties of the President in the absence of the President and the First Vice President.
    - ii. Will be responsible for coordinating all fundraising activities.
  - d. **Third Vice President of Travel**-- The Third Vice President of Travel shall:
    - i. Assume the duties of the President in the absence of the President, First Vice President, and Second Vice President.
    - ii. Coordinate with the Band Director(s) the organization of special field trips, especially those which require overnight accommodations and/ or modes of transportation other than district school buses.
  - e. **Secretary**-- The Secretary shall:
    - i. Record the minutes of all meetings of the corporation, excluding committees.
    - ii. Maintain records of minutes, approved by-laws, current list of names and contact information of members, and committee listings.
    - iii. Maintain attendance records.
    - iv. Perform such other duties as the corporation/President may direct.
  - f. **Treasurer**-- The Treasurer shall:
    - i. Have care and custody of all monies of the corporation and will be responsible for all funds of the corporation.
    - ii. The Treasurers will serve on the Finance Committee in preparing the budget.
    - iii. Collect moneys due to the corporation and deposit in accounts approved by the corporation.
    - iv. Maintain accurate records of transactions in accordance with all IRS policies and requirements.
    - v. Responsible for paying bills and reimbursements in a timely manner.
    - vi. Present a financial statement at all meetings of the corporation, at other times when requested by the Executive Board, excluding committees.

# Baker County Band Boosters

## By-Laws

- vii. Shall present a full financial report at the annual meeting.
- viii. Keep records of donor's contact information and amounts donated
- ix. Send out end of the year statements.
- x. File annual IRS form 990 and/or 1099 in a timely manner.

7. **APPOINTED COMMITTEE CHAIRPERSONS**-- The Chairpersons appointed by the President, with approval of the Executive 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.

a. **Volunteer Chair**-- the Volunteer Chair shall:

- i. Recruit and schedule chaperones, medical staff, and other volunteers for all band functions in accordance with the policies and guidelines of the School Board of Baker County.
- ii. Coordinate with volunteers that fundraising and other events are covered including the creation and maintenance of sign up and sign in/sign out forms.
- iii. Track student's community service hours and fill out the school's form and give to each student after an event

b. **Uniform Chair**-- the Uniform Chair shall:

- i. Generally, be responsible for the issue and care of marching uniforms.
- ii. Assist in the coordination of uniform efforts across the band programs.

c. **Alumni Chair**-- the Alumni Chair shall:

- i. Coordinate the Band Alumni Night Football Game fundraiser.
- ii. Serve as a liaison between the Band Boosters and Band Alumni to encourage the participation of qualified and skilled or financially endowed alumni to provide assistance to the Band when needed.

d. **Sponsorship Chair**-- the Sponsorship Chair shall:

- i. Coordinate with the Band Director and the Second Vice President of Fundraising to develop corporate relationships/ sponsorships for the high school band.

e. **Social Media Chair**-- The Social Media Chair shall:

- i. Work with the Band Directors to maintain the official band(s) website.
- ii. Post updates to the Bands' social media accounts in the form of regular status updates, posting of photography, and/ or the creation of promotional videos.
- iii. Serve as the Bands' official photographer or coordinate with other band volunteers to provide this service.

f. **Auxiliary Chair**-- the Auxiliary Chair shall:

- i. Serve as a liaison between the Board of Directors and the Auxiliary Ensemble Group(s).
- ii. Work with the Executive Board to ensure coordination between the annual budget and anticipated Auxiliary expenses.

8. **VACANCIES**-- A vacancy in any office shall be filled by special election at the next regular Executive Board meeting following the vacancy. A notice of election will be postmarked at least 10 days prior to the meeting. The elected officer shall serve the remainder of the vacated officer's term.

9. **REMOVAL**-- The Executive Board may, by resolution adopted by two- thirds (2/3) majority of

# Baker County Band Boosters

## By-Laws

the board, remove a board member for just cause. If an Executive Board member is absent from three consecutive regular meetings of the Executive Board that board member may be removed by an action of the majority of the Executive Board members present at a regular or special meeting.

### ARTICLE VII: ELECTIONS

1. **QUALIFICATIONS**-- Executive board members must be at least 21 years of age at the time of assuming office. There is no requirement regarding the number of directors who shall or shall not have family members participating in the corporation's programs.
2. **ELECTION OF THE EXECUTIVE BOARD**-- Members of the Executive Board shall be elected by incumbent Executive Board members at the April Budget Meeting or as vacancies require.
3. **VACANCIES**-- See Article VII section 6.

### ARTICLE VIII: BAND SCHOLARSHIPS

#### 1. **SENIOR SCHOLARSHIP**

- a. Each year BCFIA (BCBB), upon discretion of the board, may select one registered senior band student at Baker County High School to receive a one-time scholarship.
- b. The amount will be determined by the Executive Board but will not be less than \$500.00.
- c. **Requirements Of The Applicant**
  - i. Must have volunteered at BCFIA (BCBB) fundraiser events.
  - ii. Submit a 500-word essay on a provided topic
  - iii. Auditioned for honor bands. Band director will submit a list of senior students that have auditioned.
  - iv. Complete a Scholarship application form.
  - v. Show proof that their GPA is at least a 3.0 and are meeting all graduation requirements
  - vi. Be able to provide proof of acceptance to an accredited college, university, or trade school issuing a higher degree or certification.
  - vii. Submit recommendation letters from two high school teachers.
    1. Neither of these can be written by the band director.
  - viii. Submit one letter of character reference from a member of the community cannot be an immediate family member, other applicants or children.
- d. The check will be issued to a college/university to which the band student will be attending. Scholarship will be valid for 12 months from the Baker County High School graduation date of the year it was awarded.

#### 2. **CHERYL BROWN SUMMER MUSIC EDUCATION SCHOLARSHIP**

- a. Each year BCFIA (BCBB), upon discretion of the board, may select one registered Middle School band student and one registered High School band student to receive the "Cheryl Brown" Summer Music Education Scholarship.
- b. The amount will be determined by the Executive Board but will not be less than

# Baker County Band Boosters

## By-Laws

\$100 for the Middle School band student and \$150 for the High School band student.

- c. **Requirements of the Applicant**
  - i. Must have volunteered at BCFIA (BCBB) fundraiser events.
  - ii. Submit an essay on a provided topic - Middle School students 1 - 2 paragraphs, High School students 3 - 4 paragraphs
  - iii. Complete a Scholarship application form with a recommendation from the student's respective director.
- d. The check will be issued to the summer music program to which the band student will be attending.
3. Scholarship Award Committee will be selected each year to review all applications for all scholarships awarded. Committee will consist of no less than 5 members with none of the members residing on the BCFIA (BCBB) Board.

### ARTICLE IX: FINANCIAL

1. **FISCAL YEAR**-- The corporation will use a fiscal year of June 1 to May 31.
2. **BUDGET**-- A budget shall be established and approved by the Executive Board on or before the April meeting. The budget will be presented at the May annual meeting.
3. **DISBURSEMENTS**-- Any disbursements of corporate funds not included in the approved budget shall require preapproval by the Executive Board.
4. **CHECKS**-- Any disbursement of corporate funds shall be by check and require the signature of the Treasurer and President. Any reimbursements to a member for expenses incurred while performing corporation business must have a receipt, which clearly identifies the items, date, place of purchase, and purpose of expense.
5. **COMPENSATION**-- No part of any earnings of the corporation shall incur to the benefit of any member or officer of the corporation, or any private individual except for reasonable compensation for services rendered as approved by the corporation.
6. **CONTRACTS**-- The Executive Board must authorize any officer or officers, agent or agents of the corporation, prior to entering into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.
7. **RECORDKEEPING**-- Any funds collected through fundraising, donations, grants, etc. designated for specific purposes or groups which the organization supports (i.e. Baker County High School, Baker County Middle School, BCHS Drumline, BCMS Pep Band), shall be recorded separately from general funds in the organization's bookkeeping record and then distributed for the purpose for which they were collected.

### ARTICLE X: PARLIAMENTARY PROCEDURES

The latest edition of Robert's Rules of order revised shall prevail in all questions of procedure.

### ARTICLE XII: AMENDMENTS

# Baker County Band Boosters

## By-Laws

1. **BY-LAWS AMENDED**-- These by-laws shall be reviewed every 2 years by the Executive Board. If amendments need to occur, the Executive Board must present the proposed amended by-laws at a monthly meeting. The by-laws may then be amended at the following monthly meeting by a two-thirds vote of the Executive Board.
2. **APPROVED BY-LAWS** – These by-laws are effective immediately upon approval.

### ARTICLE XIII: CONFLICT OF INTEREST POLICY

1. **PURPOSE**-- The purpose of the conflict of interest policy is to protect this not for profit Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **DEFINITIONS**--
  - a. Interested Person – Any director, principal officer, or member of a committee with executive board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
    - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
    - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
  - c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - d. A financial interest is not necessarily a conflict of interest. Under Section 3, bullet 2, a person who has financial interest may have a conflict of interest only if the appropriate executive board or committee decides that a conflict of interest exists.
3. **PROCEDURES**--
  - a. **Duty to Disclose**--In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with executive board delegated powers considering the proposed transaction or arrangement.
  - b. **Determining Whether a Conflict of Interest Exists**-- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the executive board or committee while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

# Baker County Band Boosters

## By-Laws

### **c. Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the executive board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the executive board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the executive board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

- a. If the executive board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **5. RECORDS OF PROCEEDINGS--** The minutes of the executive board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the executive board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **6. COMPENSATION--**

- a. A voting member of the executive board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters



# Baker County Band Boosters

## By-Laws

and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the executive board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. **ANNUAL STATEMENTS**-- Each director, principal officer and member of a committee with executive board delegated powers shall annually sign a statement which affirms such person
  - a. Has received a copy of the conflicts of interest policy.
  - b. Has read and understands the policy.
  - c. Has agreed to comply with the policy.
  - d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
8. **PERIODIC REVIEWS**-- To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.
9. **USE OF OUTSIDE EXPERTS**-- When conducting the periodic reviews as provided for in Section 8, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE XIV: DISSOLUTION

The corporation may be dissolved by a three-fourths (3/4) majority vote of the Executive Board present at a meeting called for the purpose of discussing dissolution. All members shall be given at least thirty (30) days written notice of said meeting. Upon dissolution, the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner. Those assets will be distributed to the various Baker County Public Schools that have instrumental arts programs. In the event the Baker County Public Schools has no instrumental arts program, a nonprofit organization will be chosen by the Executive Board. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Baker County Band Boosters  
By-Laws

Revisions Approved (**July 9, 2020**)

Witnessed by:

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Elena Lowther, President

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Robin Johnson, Treasurer

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Holly Knight, Secretary