

BYLAWS  
OF  
WEKIVA HIGH SCHOOL BAND  
BOOSTERS, INC.

EFFECTIVE AS OF SEPTEMBER \_\_, 2013

## TABLE OF CONTENTS

Article One - GENERAL.....	1
Section One: NAME.....	1
Section Two: PURPOSE.....	1
Article Two - MEMBERSHIP.....	1
Section One: MEMBERSHIP REQUIREMENTS.....	1
Section Two: APPLICATION FOR NONPARENT MEMBER STATUS.....	1
Section Three: DUES AND BENEFITS.....	2
Section Four: MEMBERSHIP TERMINATION.....	2
Article Three - VOTING FOR DIRECTORS.....	2
Section One: EXERCISE OF VOTING PRIVILEGES.....	3
Section Two: MEMBERSHIP MEETINGS.....	3
Section Three: MEMBERSHIP QUORUM.....	3
Section Four: PARLIAMENTARY LAW.....	3
Article Four - BOARD.....	4
Section One: BOARD MEETINGS.....	4
Section Two: GENERAL.....	4
Section Three: SELECTION AND ELECTION OF BOARD.....	5
Section Four: SEATING OF NEW DIRECTORS.....	6
Section Five: Conflicts of interest.....	6
Section Six: VACANCIES.....	7
Section Seven: MANAGEMENT.....	7
Section Eight: POLICY.....	7
Section Nine: QUORUM.....	7
Article Five - ELECTION OF OFFICERS.....	7
Section One: ELECTION OF OFFICERS.....	7
Section Two: DUTIES OF THE OFFICERS.....	8

Article Six - COMMITTEES.....	9
Section One: PURPOSE AND NUMBER .....	9
Section Two: APPOINTMENT; AUTHORITY AND VACANCIES .....	9
Section Three: LIMITATION OF AUTHORITY .....	9
Section Four: REPRESENTATION.....	10
Article Seven - STANDING COMMITTEES.....	10
Section Two: OTHER COMMITTEES.....	11
Section Three: COMMITTEE VACANCIES .....	11
Section Four: QUORUM .....	11
Section Five: POLICIES AND RULES .....	11
Article Eight - AMENDMENTS .....	11
Article Nine - FINANCES.....	12
Section One: FUNDS.....	12
Section Two: FISCAL YEAR .....	12
Article Ten - DISBURSEMENTS.....	12
Article Eleven - DISSOLUTION.....	12
Article Twelve - RESERVED POWERS .....	13
Section One: GENERAL MEMBERSHIP POWERS.....	13
Section Two: BOARD POWERS.....	13
Article Thirteen - INDEMNIFICATION.....	13
Exhibit A	

**BYLAWS**  
**OF**  
**WEKIVA HIGH SCHOOL BAND BOOSTERS, INC.**  
**(a Florida not-for-profit corporation)**

**ARTICLE ONE - GENERAL**

**SECTION ONE: NAME**

This organization shall be known as WEKIVA HIGH SCHOOL BAND BOOSTERS, INC. (the “**Booster Club**”).

**SECTION TWO: PURPOSE**

The purposes of the Booster Club are: (i) to support the directors of the band and auxiliaries of Wekiva High School, Apopka, Florida (the “**WHS**”); (ii) to plan, organize, and carry-out fundraising activities for the benefit of the instrumental music program of WHS; (iii) to assist with and promote positive and informative communication among band members, parents and legal guardians of band members, band directors, band instructors, school administration, and other interested parties of WHS; and (iv) to promote the welfare of members of the band of WHS, by providing a safe and positive learning environment.

**ARTICLE TWO - MEMBERSHIP**

**SECTION ONE: MEMBERSHIP REQUIREMENTS**

There shall be the following two (2) classes of membership in the Booster Club (collectively, the “**Members**”), with all Members of both classes having equal voting rights as provided in Article Three below:

- a. Each parent and legal guardian of each member of the band at WHS on an automatic basis (the “**Parent Members**”); and
- b. Alumni or any other individual, association, corporation, partnership, limited liability company or other legal entity having an interest in the purpose of the Booster Club who (i) applies and is approved for membership as provided in Section Two below, and (ii) pays dues set by the Board pursuant to Section Three below (the “**Nonparent Members**”).

**SECTION TWO: APPLICATION FOR NONPARENT MEMBER STATUS**

Application for Booster Club membership as a Nonparent Member shall be in writing on the form prescribed for such purpose by the Board of Directors (the “**Board**”) and signed by the applicant. The Board may also establish an initial application-processing fee and such other procedures for the evaluation of prospective Nonparent Members as they may, by resolution,

adopt from time to time. Membership as a Nonparent Member shall be automatically denied unless accepted by a Majority Vote (hereinafter defined) at the next regularly scheduled Board meeting. Any applicant not denied shall become a Member upon payment of the regularly scheduled dues then in effect.

### **SECTION THREE: DUES AND BENEFITS**

The Board shall set, by resolution from time to time, the dues, rights and benefits of membership. Membership dues shall be payable not less than annually at such time and at such rate schedule, category or formula as may from time to time be prescribed by the Board.

### **SECTION FOUR: MEMBERSHIP TERMINATION**

(a) The membership of a Parent Member automatically terminates upon the departure of that Member's child from the WHS band program.

(b) Any Nonparent Member shall automatically be expelled for non-payment of dues after thirty (30) days from the date due, unless the Board, by resolution, otherwise extends the payment period for a good cause, as such may be determined by the affirmative vote of two-thirds (2/3) of the members of the Board entitled to vote (the "**Voting Board**") at a meeting where a quorum is present.

(c) Any Member may be expelled by Majority Vote of the Board, at a regularly scheduled meeting thereof, or any meeting called for this purpose, provided a quorum is present. Grounds for expulsion shall include, without limitation, Member conduct deemed by the Board to be inappropriate or prejudicial to the purpose or reputation of the Booster Club, or for any other reason deemed to be in the best interests of the Booster Club by Majority Vote of the Board. Prior to the expulsion of any Member, the Board shall notify the Member in writing of the Board's intention to expel the Member from the Booster Club. Prior to taking action, the Board shall permit the Member to appear before the Board to object to the proposed expulsion and to offer a defense in accordance with such procedures that the Board may, from time to time, establish.

(d) Membership shall terminate automatically upon the death, dissolution or resignation of a Member.

### **ARTICLE THREE - VOTING FOR DIRECTORS**

Each Member entitled to vote and in good standing with the Booster Club shall be entitled to cast one (1) vote in the general membership election of Directors regardless of Membership Category (as defined by the Board or Membership Committee pursuant to those powers enumerated in these Bylaws).

## **SECTION ONE: EXERCISE OF VOTING PRIVILEGES**

Each Member which is not a natural person shall designate an individual in writing whom the Member desires to exercise the voting privileges of membership authorized by this Article Three, and shall have the right to change its designated representative upon written notice to the Booster Club.

## **SECTION TWO: MEMBERSHIP MEETINGS**

(a) Annual Meetings: An annual business meeting of the Members shall be held during the calendar year at a time and place set by the Chairperson of the Board (the "**Chair**"). Special meetings of the Members may be called at any time by the Chair, or in the Chair's absence by the Chairperson-Elect of the Board (the "**Chair-Elect**"), or in their absence by the President (as described in Article Five, Section Two, subsection (e)), or at any time by the affirmative vote of greater than 50% of the Voting Board ("**Majority Vote**").

(b) Special Meetings: The Board may call for meetings of all of the Members of the Booster Club (the "**General Membership**") from time to time or as herein defined for the purposes of conducting Booster Club business. No meeting where a binding vote is taken may take place without Public Notice (as defined below) regarding the items to be discussed at least seventy-two (72) hours in advance. Any action will require the approval of the majority (i.e., greater than 50%) of the voting Members present. For purposes hereof, any of the following methods of notification shall constitute "**Public Notice**":

(i) Written notice mailed or otherwise delivered (including, without limitation, by facsimile or email) to each Member at its address, fax number or email address last recorded on the books of the Booster Club;

(ii) Publication in any newsletter, or similar publication, distributed by the Booster Club by mail or email to its Members; or

(iii) Publication by any other method approved by the Board, which the Board reasonably believes the Members have access to and pursuant to which the Board reasonably believes will result in notice actually being received by the Members.

## **SECTION THREE: MEMBERSHIP QUORUM**

A quorum for a General Membership meeting shall be defined as those attending the meeting, provided seventy-two (72) hour Public Notice has been provided setting forth the purpose of the meeting.

## **SECTION FOUR: PARLIAMENTARY LAW**

The Chair shall establish the parliamentary procedure for each meeting of the General Membership, Executive Committee (hereinafter defined) and all Standing Committees (hereinafter defined), provided that such procedure shall comply with these Bylaws.

## **ARTICLE FOUR - BOARD**

### **SECTION ONE: BOARD MEETINGS**

The Board shall hold regular meetings at a place, date and time set by the Chair at least four (4) times per year. Special meetings of the Board may be called by the Chair or upon written request of three (3) directors of the Board ("**Directors**"). Public Notice of the meeting shall be given to each Director at least three (3) days prior to said meeting; provided, however, that notice is not required for the regular meetings of the Board. With respect to special meetings, the notice requirement may be waived by a Director before, at or after the special meeting. Attendance at the special meeting shall constitute a waiver of notice of that meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business, such objection having been based on the meeting not having been lawfully called or convened.

### **SECTION TWO: GENERAL**

(a) Except as otherwise provided in these Bylaws, (i) the Board shall consist of six (6) seats, (ii) each individual shall serve a one (1) year term, and (iii) each individual shall not serve more than two (2) consecutive one (1) year terms, following which one (1) year must elapse before the individual shall again be eligible for service as a Director; provided that any individual who serves less than a one (1) year term shall be eligible to serve two (2) consecutive immediately succeeding one (1) year terms; provided further that any person who is serving as Chair or Chair-Elect may serve past such two (2) terms in order to fulfill such person's role as Chair, Chair-Elect and immediate past Chair. Notwithstanding any other provision in these Bylaws to the contrary, each individual who is a Director as of the date of approval of the provisions in this section shall be eligible to remain a Director for the remainder of the term of office to which such director has been elected. In no case shall the Booster Club have less than three (3) Directors. Subject to the limitations set forth in these Bylaws, the Board may, from time to time, change the number or make up of the Board set forth in this Section by resolution.

(b) In the case of a Nonparent Member, which is not a natural person, is elected to a seat on the Board, and has designated an individual to serve on the Board, each seat on the Board shall be deemed to be held by the Member and not by the individual so designated. In the event a Director, during his/her term, is no longer affiliated with the Member with which he/she was affiliated with when he/she became a Director, such individual shall be entitled to serve the remainder of his/her term as a Director upon a Majority Vote of the board. In addition, in the event such Director is also a Booster Club officer, such individual shall be entitled to remain a Booster Club officer upon a Majority Vote of the Board.

(c) Regardless of any term limit, the immediate past Chair shall continue as a nonvoting Director for one (1) year after the expiration of his or her term of office.

(d) There shall be no more than one (1) Director serving on the Board who is from the family of one individual WHS band member during any single year.

(e) The Chair shall direct discussion and may state his/her position on any matter or issue before the Board, but shall not vote unless such vote is needed to break a tie.

(f) To the extent possible, the overall composition of the Board shall reflect the diverse nature of the General Membership.

### **SECTION THREE: SELECTION AND ELECTION OF BOARD**

(a) Nominations: Prior to April 1<sup>st</sup> each year, the Nominating Committee shall meet and nominate candidates to fill vacant and/or expired Board terms; provided that, for 2013, all Directors elected at the Membership Meeting held prior to the formal organization of this Booster Club shall serve as a Director for the remainder of their appointed term. The Nominating Committee shall present all of the nominees to the Board for approval. Upon approval by the Board, the nominees shall be presented to the Membership in accordance with Subsection (d) below.

(b) Qualifications: Each Director candidate must be a natural person who is 18 years of age or older and an active Member or Member designee of the Booster Club in good standing and must have agreed to accept the responsibilities of directorship.

(c) Publicity of Nominations: No less than thirty (30) days prior to the annual membership meeting (the "Membership Meeting"), the General Membership shall be notified of the right to nominate additional candidates for Director, with such nominations and the election of Directors to occur at such Membership Meeting.

(d) Nominations at the Membership Meeting: At the Membership Meeting, the Chair shall announce the names of the candidates nominated by the Nominating Committee and approved by the Board and shall call for any additional nominations from the attending membership. No one may nominate themselves. A Member, other than the nominee or the Member making the nomination, must second each nomination. Any such nominee must be present at the Membership Meeting and must consent to serve as a Director (or does not have to be present if such nominee consents to so serve in writing), as the case may be, at the time such nominee is nominated. The individual(s) nominated must be active Members or Member designees in good standing with the Booster Club. If there are no additional candidates nominated, then the Director candidates recommended by the Nominating Committee shall be deemed elected at that meeting.

(e) Election Procedures: If additional candidates are nominated in accordance with the immediately preceding paragraph, the names of all candidates shall be read to the members in alphabetical order. Instructions will be to vote for the exact number of Board positions to be filled. At the Membership Meeting, the Chair shall call for a hand vote. Notwithstanding the foregoing, the Board may determine other reasonable means of taking the vote for the Board members, including by electronic means if such means are available to all Members and the Board determines such means are secure. The Nominating Committee shall total the votes and deliver a written report of the results to the Chair. The candidates with the greatest number of votes shall be deemed elected.



#### **SECTION FOUR: SEATING OF NEW DIRECTORS**

With the exception of 2013, all newly elected Directors who are elected at the Membership Meeting shall be seated, effective as of 12:01A.M. EST on June 1 of each year, and shall be participating voting Directors. Retiring Directors shall continue to serve until their successors are elected and seated.

#### **SECTION FIVE: CONFLICTS OF INTEREST**

(a) All contracts or other transactions between the Booster Club and one or more of its Directors or any other corporation, firm, association, partnership, or other entity in which one or more of its Directors are directors, shareholders or officers, or are financially interested (directly or indirectly) shall be submitted to either the Board or the Executive Committee for consideration and approval. No contract or other transaction between the Board and one or more of its Directors or any other corporation, firm, association, partnership, or entity in which one or more of its Directors are directors, shareholders or officers or are financially interested (directly or indirectly), shall be either void or voidable because such relationship or interest or because such Director or Directors are present at the Board meeting, the Executive Committee meeting or a Board Committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted for such purposes if:

(i) The material facts of the transaction and the Director's interest therein were disclosed to the Board, Executive Committee or Board Committee members and the Board, Executive Committee or Board Committee members authorized, approved or ratified the transaction;

(ii) The terms of the transaction were fair, reasonable and at least as good as terms that would be available to the Booster Club from a wholly disinterested party; and

(iii) In considering transactions where there is a conflict or potential conflict of interest, the conflicted party or parties may be counted for the purposes of determining a quorum but shall not be eligible to vote on such matter.

(b) Each Director shall promptly and fully disclose any conflict of interest or potential conflict of interest as soon as such conflict arises, but in all cases prior to the vote on any conflict of interest or potential conflict of interest issue or contract.

(c) It shall be at the discretion of the Board or the Executive Committee whether any interested Director is present during the deliberations or vote regarding any conflict issue or transaction.

The Board may, by resolution, adopt such policies as are appropriate in implementing this Section.

## **SECTION SIX: VACANCIES**

A Director who shall have three (3) consecutive unexcused absences from meetings of the Board shall be deemed to have resigned as a Director, unless an exception is approved by the Executive Committee.

When a vacancy occurs on the Board, except as provided below, the Chair shall nominate a replacement. If the vacancy is the result of the resignation or removal of a Member's Director designee, the Member shall nominate a replacement if the Member desires to maintain its seat on the Board. The Board shall, by Majority Vote, approve or reject any such Chair or Member nominee at its next regular meeting. If confirmed, said nominee shall immediately assume office and serve for the remainder of the term of the Director that such nominee is replacing. If said nominee is rejected, the Chair or the Member, as appropriate, shall provide another nominee as soon as practical in accordance with these Bylaws.

## **SECTION SEVEN: MANAGEMENT**

The management of the Booster Club shall be vested in the Board, which shall control the Booster Club's property, be responsible for its finances and direct its affairs. Upon a Two-Thirds Vote at a regular or special meeting of the Board, the Booster Club may borrow money and pledge its assets and anticipated income to secure such borrowings; provided that a Board vote shall not be necessary to incur accounts payable in the ordinary course of business or to borrow using a credit card in the ordinary course of business.

## **SECTION EIGHT: POLICY**

The Chair, the President and the Board are responsible for formulating the policies of the Booster Club. The Board is responsible for approving policy for the Booster Club.

## **SECTION NINE: QUORUM**

A quorum of the Board shall be defined as fifty percent (50%) of the total Directors eligible to vote at meetings of the Board. Non-voting Directors shall not be counted for the purposes of establishing a quorum.

## **ARTICLE FIVE - ELECTION OF OFFICERS**

### **SECTION ONE: ELECTION OF OFFICERS**

Every year, after election of the Board for the coming year, the Board shall select its officers for the coming year, provided that the Board shall select such officers from the individuals serving as Directors for the coming year. The officers shall include the First Vice President/Chair-Elect, the Second Vice President, the Recording Secretary, the Corresponding Secretary, and the Treasurer. Except as provided in the next sentence, the First Vice President and Chair-Elect from the preceding year shall automatically become the President and Chair of the Booster Club, unless he/she is unable to serve as prescribed herein.

The Board shall also have the right to re-elect officers as circumstances and/or performance dictate. Such re-election shall require a Two-Thirds (2/3) Vote.

## **SECTION TWO: DUTIES OF THE OFFICERS**

(a) President and Chairperson of the Board: The President and Chairperson of the Board shall be the Booster Club's Chief Executive Officer. The President and Chair shall preserve all books, documents, communications and archives, and shall conduct official correspondence. The President and Chair shall also perform such other functions and duties as are usual and customary for such an official or as may be designated by the Executive Committee or the Board, or both.

In addition to the duties present for herein, the President and Chair shall be responsible for directing the Board in setting the policy for, and the agenda of, the Booster Club. The President and Chair shall (i) serve as the executive head of the Booster Club, (ii) serve as an ex-officio member of all of the standing committees of the Board (each, a "Standing Committee"), (iii) preside at all meetings of the Members, all Board meetings and all meetings of the Executive Committee, and (iv) fill vacancies in the positions of Committee Chair (defined below), Committee Vice Chair (defined below), and members.

(b) First Vice President and Chair-Elect: The First Vice President and Chair-Elect shall exercise all powers and authority and perform the duties of the Chair in his or her absence or disability. The First Vice President and Chair-Elect of the Board shall also serve as an ex-officio member of the Fundraising Committee and Concession Committee.

(c) Second Vice President: The Second Vice President shall assume all duties of the parliamentarian. The Second Vice President shall also serve as an ex-officio member of the Chaperone Committee, the Uniform Committee, and the Equipment Committee.

(d) Recording Secretary: The Recording Secretary shall keep the membership records and minute of all meetings of the Membership and Board. The Recording Secretary shall also serve as an ex-officio member of the Nominating Committee and the Membership Committee.

(e) Corresponding Secretary: The Corresponding Secretary shall act as the Booster Club's corporate secretary and serve as secretary to the Board, and cause to be prepared notices and correspondences of the Board. The Corresponding Secretary shall also be an ex-officio member of the Band Camp Committee, the Newsletter/Publicity Committee, and the Email/Telephone Contact Committee.

(f) Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Booster Club and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board and shall be disbursed in accordance with Board-approved policy. The Treasurer shall be responsible for all expenditures within approved budget allocation and shall cause a monthly financial report to be made to the Board. The Treasurer shall also be an ex-officio member of the Fundraising Committee, the Concession

Committee, and the Band Camp Committee; provided, however, that the Treasurer may not be the chairperson of the Fundraising Committee or the Concession Committee.

(g) Committee Chairs: The First Vice President and Chair-Elect shall appoint (for the year during which such Chair-Elect is Chair) a chairperson for each committee (“**Committee Chairs**”) and a vice chairperson for each committee (“**Committee Vice Chairs**”). The Committee Chairs are responsible for the successful completion of the annual program of work within their defined area. Subject to the approval of the Chair-Elect, these Committee Chairs shall establish sub-committees and select committee members necessary to achieve specified goals and objectives for the year during which such Chair-Elect is Chair.

(h) Legal Counsel: Subject to Board approval, the Chair and President may select legal counsel to serve as the chief legal advisor for the Booster Club, the Board and the President. The legal counsel is not an officer or Director of the Booster Club, but may attend meetings of the Board or Executive Committee at the request of the Chair or any Director.

## **ARTICLE SIX - COMMITTEES**

### **SECTION ONE: PURPOSE AND NUMBER**

The Chair-Elect may designate from among the Directors and the Members one or more committees each of which must have at least two Members. The committees shall be organized as deemed necessary and appropriate by the Chair-Elect to conduct the business of the Booster Club.

### **SECTION TWO: APPOINTMENT; AUTHORITY AND VACANCIES**

The Chair-Elect shall appoint all committee members and Committee Chairs for the years in which the Chair-Elect will be the Chair. Nominees for committee members may be recommended by the Committee Chair for that particular committee to the Chair-Elect. Committee appointments shall serve at the will and pleasure of the Chair. No committee appointment shall exceed the conclusion of the term for which the appointment was made. It shall be the function of the committees to make recommendations to the Board and to carry on such activities as may be delegated to them by the Board. In the event that any member of a Standing Committee of the Board shall resign, the Chair for the years for which the member was appointed may appoint a Member to serve on such Standing Committee.

### **SECTION THREE: LIMITATION OF AUTHORITY**

No action by any Member, committee, president or other officer shall be binding upon, or constitute an expression of the policy of the Booster Club until it shall have been approved or ratified by the Board.

## **SECTION FOUR: REPRESENTATION**

Unless specifically authorized by the Board, no one individual, group, committee or corporation, with the exception of the President and Chair or his or her designee shall speak or make presentations before the WHS school administration, WHS band members, or WHS band directors on behalf of the Booster Club.

### **ARTICLE SEVEN - STANDING COMMITTEES.**

The Booster Club shall have the following Standing Committees:

(a) Executive Committee. An Executive Committee shall be established to possess and exercise all powers of the Board between meetings of the Board, subject to such limitations as may be imposed by the Board. It shall report its observations, reactions or actions at the next meeting of the full Board. The Executive Committee shall have three (3) standing voting members composed of the duly elected Chair, Chair-Elect, and one (1) "at-large" Director who shall be nominated/recommended by the Chair (for the term during which such person is Chair) and approved by a Majority Vote of the Board. The Treasurer shall serve as an ex-officio member of the Executive Committee. Further, the Executive Committee may have legal counsel who shall serve as an advisor but not a member of the Executive Committee and shall not vote on any matter. The Chair shall preside at Executive Committee meetings.

Under no circumstances is the Executive Committee authorized to borrow money or pledge assets on behalf of the Booster Club.

Meetings of the Executive Committee may take place from time to time as called for by the Chair. No vote may take place without a quorum present. A quorum for the Executive Committee shall be defined as a majority of the members of the Executive Committee members. At an Executive Committee meeting at which a quorum is present, the unanimous approval of the Executive Committee members present shall be required to approve any action. The Executive Committee shall review and approve all of the Booster Club's business prior to forwarding it to the full Board for action. The Chair shall fill vacancies on the Executive Committee.

(b) Nominating Committee. The Nominating Committee shall nominate a slate of Director candidates for election to the Board and an individual to serve as the Chair-Elect. The Chair-Elect shall be the Chairman of the Nominating Committee. During the month of February of each year, or as soon thereafter as reasonably practicable, the Chair-Elect shall appoint a Nominating Committee consisting of the current Chair, the Chair-Elect, Recording Secretary, and two Members in good standing who are not current Directors. The Nominating Committee shall request from Booster Club membership applications for the Board and Chair-Elect, which shall be submitted no later than two weeks prior to the March Board meeting. The Nominating Committee shall present at the April Board meeting, a slate of nominated directors and the Chair-Elect nominee and the Board shall vote on the slate of all of those nominees at that meeting, which vote shall be for approval to present all such nominees to the Booster Club

membership at the annual Member meeting. The Nominating Committee shall conduct its business in accordance with Article Four, Section Three.

## **SECTION TWO: OTHER COMMITTEES**

The Chair may, upon approval by the Board, create and eliminate committees that he/she deems necessary and appropriate for the conduct of Booster Club business. As of the date of approval of these Bylaws, committees of the Booster Club other than those described above are listed on Exhibit A.

## **SECTION THREE: COMMITTEE VACANCIES**

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the use of original appointments, and any member so elected shall serve for the unexpired term of his/her predecessor. For the avoidance of doubt, the Chair shall fill vacancies that occur during the Chair's term as Chair.

## **SECTION FOUR: QUORUM**

Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee.

## **SECTION FIVE: POLICIES AND RULES**

The Board may adopt policies and rules governing the conduct of each committee. Each committee shall abide by the policies and rules adopted by the Board; provided, however, that such policies and rules shall be consistent with the Bylaws. Committees shall keep written minutes of all meetings and proceedings, copies of which shall be provided to the Chair and the President on a timely basis. Without limiting the foregoing, no later than the final Board meeting of a calendar year each Committee shall present for approval of the Board the Committee's charter for the next year establishing the Committee's re-affirmation of or revision to its mission and establishing its goals, and plans for the following year, all of which shall be consistent with the then-current strategic plan of the Booster Club.

## **ARTICLE EIGHT - AMENDMENTS**

(a) The Board, by duly authorized resolution approved by Two-Thirds (2/3) Vote, may amend, alter or delete any provision of these Bylaws, except for any provision affecting the number, qualifications, selection or term of office of the Directors of this Booster Club.

(b) Any Bylaw affecting the number, qualifications, selection or term of office of the Directors of this Booster Club may only be amended, altered or deleted by a Two-Thirds (2/3) Vote of the Board recommending said changes. Subsequent approval must be obtained by a Majority Vote of the General Membership attending a regularly scheduled meeting. Public Notice setting forth the text of the proposed amendment shall be given at least seventy-two (72) hours prior to that meeting.

## **ARTICLE NINE - FINANCES**

### **SECTION ONE: FUNDS**

Money paid to the Booster Club shall be placed in a general operating fund, and in interest bearing accounts at FDIC insured financial institutions (with funds in any one institution not in excess of the FDIC insured limits), as directed by the Executive Committee.

### **SECTION TWO: FISCAL YEAR**

The fiscal year of the Booster Club shall be from January 1 through December 31.

## **ARTICLE TEN - DISBURSEMENTS**

Except as provided below, no Member shall authorize or make any commitment entailing monetary expenditures in the name of the Booster Club, except with approval and authorization by the Board or on the specific direction of the General Membership in session.

The Booster Club hereby disclaims responsibility for any monies or contracts made in its name in violation of the above Bylaws.

All disbursements shall be made by check or electronic transfer in accordance with the corporate resolution on file at each depository. Designated signatories shall be the following officers: The President and Chair, and the First Vice President and Chair-Elect. No signatory shall be permitted to sign a check or approve an electronic transfer to himself or herself. All disbursements by check in excess of \$1,000 shall require the signatures of two signatories. All disbursements by electronic transfer shall be reported to the Finance Committee in the month following the month of the transfer. Any disbursements in excess of \$5,000, whether in a single transaction or a series of related transactions, shall require prior Board approval or specific direction of the General Membership in session. Such Board approval shall be deemed to be given if the expenditure is in the Board approved budget.

## **ARTICLE ELEVEN - DISSOLUTION**

The Booster Club shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the Members of the Booster Club. On dissolution of the Booster Club, any funds remaining shall be distributed to WEKIVA HIGH SCHOOL to be added to such school's band program; or, if WEKIVA HIGH SCHOOL ceases to exist or does not have a band program, to such organization or organizations with purposes not inconsistent with the purposes of the Corporation, with such organizations to be selected by the affirmative vote of Two Thirds (2/3) of the membership of the Board of Directors.

**ARTICLE TWELVE - RESERVED POWERS**

**SECTION ONE: GENERAL MEMBERSHIP POWERS**

All powers not specifically given to the Booster Club’s officers and the Board shall remain with the General Membership. The General Membership shall vote on any merger affecting control or any action to dissolve the Booster Club. The General Membership shall not have the right to vote on any amendments to the Bylaws other than as otherwise provided in these Bylaws.

**SECTION TWO: BOARD POWERS**

To the extent there is any ambiguity or conflict in these Bylaws or the Booster Club’s Articles of Incorporation, the Board may, in its sole and exclusive discretion, resolve any such ambiguity or conflict as it deems appropriate and in the best interests of the Booster Club.

**ARTICLE THIRTEEN - INDEMNIFICATION**

Each Director and each officer of the Booster Club shall be indemnified as of right to the fullest extent permitted by current or future legislation or by current or future judicial or administrative decisions against any fine, liability, cost, or expense, including attorneys’ fees, asserted against or incurred by the director or officer. The Booster Club may agree to grant the same right of indemnification to other agents of the Booster Club and to persons serving at the request of the Booster Club as its representative in the position of a director, officer, agent, or employee of another enterprise. The right of indemnification shall extend to the heirs, personal representatives, and estate of each person granted the right pursuant to the preceding sentences. The right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Booster Club may maintain insurance at its expense to protect itself and any such person against any fine, liability, cost, or expense, whether or not the Booster Club would have the legal power to directly indemnify the person against that liability.

Recommended for approval by two thirds (2/3) vote of the Board on this \_\_\_\_ day of \_\_\_\_\_ 2013.

/s/ \_\_\_\_\_  
By: Robert Bastos  
As: Chairman

Approved by a vote of a majority of the Members on this \_\_\_\_ day of \_\_\_\_\_ 2013.

/s/ \_\_\_\_\_  
By: Robert Bastos  
As: Chairman



## EXHIBIT A

a) **Fundraising Committee.** The Fundraising Committee shall organize, promote and direct the various fundraising activity of the Booster Club as approved by the Board and School Administration. All proceeds must be turned-over to the Treasurer.

b) **Concession Committees.**

(i) Food Concession Committee. The Food Concession Committee shall plan the menu, arrange for pickup or delivery of food items, and work closely with the Volunteers Concession Committee to ensure smooth running of the concession.

(ii) Volunteers Concession Committee. The Volunteers Concession Committee shall be responsible for working concession stands and ensuring accurate collection of monies at each home football game. The committee chairperson shall coordinate the workers. All proceeds must be turned-over to the Treasurer.

(iii) Clean-up Concession Committee. The Clean-up Concession Committee shall be responsible for clean-up of the concession stands after the football games.

(iv) Grill and Fry Committee. The Grill and Fry Committee shall be responsible for grilling and frying, primarily for football games.

c) **Chaperone Committees.**

(i) Away Game Chaperone Committee. The Away Game Chaperone Committee chair shall gather a list of volunteers, create a schedule for each away game, make reminder calls to parents each game week and, if necessary, find replacements. The committee chair shall be responsible for training chaperones on expectations during transportation, away games, and performances as outlined in the Band Student and Band Parent Handbooks.

(ii) Home Game Chaperone Committee. The Home Game Chaperone Committee chair shall gather a list of volunteers, create a schedule for each home game, make reminder calls to parents each home game week and, if necessary, find replacements. The committee chair shall be responsible for training chaperones on expectations during home games as outlined in the Band Student and Band Parent Handbooks.

(iii) Field Trip Chaperone Committee. The Field Trip Committee chair shall gather a list of volunteers, create a schedule for each away field trip, make reminder calls to parents before each trip and, if necessary, find replacements. The committee chairperson shall be responsible for training chaperones on expectations during transportation, activities, and performances as outlined in the Band Student and Band Parent Handbooks.

d) **Equipment Committee.** The Equipment Committee shall arrange for an equipment truck or similar transportation; pick-up, load, and drive equipment truck for all away events; and assist with equipment before and after field show.

e) **Uniform Committee.** The Uniform Committee shall be responsible for sizing and assigning uniforms and concert attire, determining alterations and upkeep throughout the year.

f) **Membership and Recruitment Committee.** The Membership and Recruitment Committee shall be responsible for organizing and conducting the membership drive of the Booster Club, as well as supporting the band directors regarding recruitment of students.

g) **Band Camp Committees.**

(i) Lunches Food Committee. The Lunches Food Committee shall be responsible for planning menus, purchasing, preparing, and serving food.

(ii) Band Camp Volunteer Committee. The Band Camp Volunteer Committee shall help with lunches and other activities during band camp. The committee chairperson shall coordinate the volunteers, ensure the accuracy of lunch monies, and turn over all proceeds to the Treasurer.

h) **Newsletter and Publicity Committee.** The Newsletter and Publicity Committee shall publish a band newsletter a minimum of three times per year. The committee will use the input and assistance from all other committees and student groups in the production of the newsletter. The committee shall maintain communications with the community through the news media by publicizing items of interest, photographs, activities and upcoming event of both the band and the Booster Club as directed by the Band Director and/or Chair and President.

i) **Email and Telephone Contact Committee.** The Email and Telephone Contact Committee is responsible for maintaining an accurate list of contact numbers and email addresses of parents and students. The committee may be asked to recruit volunteers for certain projects through the use of email and/or phone trees. The committee must work with the Treasurer and Membership Committees to ensure accuracy of databases.

j) **Banquet Committee.** The Banquet Committee shall organize, promote and direct the various details of the annual Band Banquet, to be held at the end of each school year. They will work with the student banquet committee.

k) **Medical Committee.** The Medical Committee shall stock first aid-kits assist any student with a medical problem. The committee chairperson shall ensure a nurse is available during band camp when the band members are marching outside.

l) **Auxiliaries Liaison Committee.** The Auxiliaries Liaison Committee shall ensure effective communications with auxiliary activities.