

**BY-LAWS OF
L.A. AINGER BAND BOOSTERS, INC.**

ARTICLE I: NAME

The name of the organization shall be the “L.A. Ainger Band Boosters, Inc.” which can also be referred to as “the Corporation.” (The “Band” program consists of those performance-based music activities taught by L.A. Ainger Middle Schools’ band directors, which include symphonic band, concert band, beginning band and jazz bands.)

ARTICLE II: PURPOSE

1. The purposes of the Corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations hereunder (the “Code”), which further its exempt purposes, as specified herein, including, but not limited to:
 - a. Promoting, developing, assisting and supporting the bands and related educational activities and programs of L.A. Ainger Middle School (collectively, the “Bands”) through the cooperation of L.A. Ainger Middle School’s administrators and the members, staff, parents, sponsors and volunteers of the Bands;
 - b. Encouraging and inspiring interest in the Bands’ activities and promoting community interest in the Bands;
 - c. Raising and maintaining funds to be used for the betterment and welfare of the Bands;
 - d. Supporting the director of the Bands (the “Band Director”), and the staff, members and volunteers of the Bands;
 - e. Promoting high quality music education for Band students, including promoting the Bands’ locally, statewide and nationally;
 - f. Supporting L.A. Ainger Middle School in assisting individual Band student’s attainment of music and performance goals and objectives; and
 - g. Generally, and in furtherance thereof, doing any and all acts and things, and exercising any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any exempt purpose of the Corporation,

Provided, however, that:

- a. no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other individual;
 - b. no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation;
 - c. the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office;
 - d. the income of the Corporation for each taxable year must be distributed at such time and in such manner so as not to subject the Corporation to the tax imposed by Section 4942 of the Code;
 - e. the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the Corporation to taxation under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the code);
 - f. the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, religion, gender, age or national origin.
2. It is the specific intention of the incorporator that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

ARTICLE III: FUNCTIONS

1. The Corporation shall establish service committees based upon areas of need determined by the Band Director.
2. Chairpersons of these committees shall serve along with the Executive Board members as voting members of the Board of Directors for the purposes of communication and recruitment.
3. The Director and the Executive Board shall estimate an annual program operation budget for the purposes of fundraising and assessment.
4. The budget, having been confirmed by the Director, shall be submitted to the general membership for approval.

5. Under the Director's guidance, the Executive Board shall prepare and execute a program to implement the budget.
6. The Corporation shall strive to represent a consensus with respect to each and every family's ability to participate in the band program, in particular where monetary projects and obligations are concerned.

ARTICLE IV: POLICIES

The Corporation shall:

1. Cooperate fully with the administration of L.A. Ainger Middle School, recognizing the Band Director as the immediate representative of the school and school district. All functions of the Corporation shall proceed with the Band Director's approval.
2. Schedule two general meetings per school year where the first shall occur within the first six (6) weeks of the new school year and the second shall immediately precede the final band concert of the school year.
3. Hold Board of Director meetings on alternate months, with the option for monthly meetings to be determined by the Director and/or President.
4. Keep the general population informed of financial obligations and important dates through a regular newsletter/e-mail/web site correspondence.
5. Develop a projected operating budget at a designated Board meeting prior to the first general meeting.
6. Anticipate funding, in whole or in part, coaching assistants and clinicians approved and authorized by the Director.
7. Work with the Director to prepare a school calendar coordinating fundraising efforts with needed expenses, reflecting performance activities and obligations.
8. Present the annual budget proposal at the first general meeting for approval.
9. Meet in general session governed by Robert's Rules of Order.
10. Hold advisory meetings in chairman/board format, unless the presiding authority invokes parliamentary procedure.
11. Recognize that a majority of the Executive Board constitutes a quorum.

ARTICLE V: FUNDS

1. All funds shall be deposited within seven (7) days in the Corporation's account, and shall be administered under the advice of the Director and Executive Board.
2. A zero based accounting philosophy shall prevail, where a project's funds shall be collected prior to their disbursement.
3. The Treasurer shall determine the procedure for collecting and recording expenses for each activity;
4. An informal audit of the account of the Corporation shall be performed at the end of a school year.
5. The fiscal year of the Corporation shall coincide with the school's budget year: August to July.
6. Funds to be expended by the Corporation must be identified in the annual budget. The Director and the Executive Board must approve exceptions due to unforeseen circumstances in advance. New budgetary requests and over expenditures must (a) be approved by the Board and the Director; and (b) reflect commensurate fundraising compensations available.
7. The Corporation shall not incur indebtedness beyond the available balance in the Corporation's account.
8. For small emergencies, the Director, a member of the Executive Board of Directors, may approve a payment for goods or services which do not exceed \$500 and are not included in the annual Budget. Subsequent Board of Director minutes shall reflect such expenditures.
9. In accordance with the law, in the event of dissolution of the Corporation, the net assets of L.A. Ainger Band Boosters, Inc. shall be deposited in the band's internal school account. Legal notice of dissolution shall be published in a local newspaper.
10. The Director, Executive Board Members and committee chairpersons shall have the authorization to commit to expenditures that do not exceed the current budget respective to Lines 2 and 7.

ARTICLE VI: MEMBERSHIP

Membership is voluntary and shall consist of adult persons from the immediate families of students currently enrolled in the L.A. Ainger Middle School band program.

ARTICLE VII: ADMINISTRATION

1. The business of the Corporation shall be administered by the Band Director and the Executive Board. For the purposes of advisement and efficiency, the Band Director shall retain veto power over all actions of the Executive Board, but shall typically avoid use of that option.
2. Decisions of the Executive Board shall be final upon majority vote by a quorum. The general membership, by a majority vote, may request review of an Executive Board decision.
3. Executive Board actions affecting the general membership shall be presented at the next general meeting.
4. Suggestions for change in the by-laws shall be presented, in writing, to the Board for review at their next meeting. An approved change shall be presented to the next general meeting, where it shall be adopted pending a majority vote.

ARTICLE VIII: BOARD OF DIRECTORS

1. The leadership structure shall consist of four (4) elected officers (otherwise referred to as the Executive Board), committee chairs, and the Band Director, hereafter referred to as the Board of Directors. Past presidents shall become nonvoting Board of Director members.
2. The Executive Board position duties are as follows:

President: The President of the Corporation shall:

- a. preside as Chairman at all meetings of the Corporation;
- b. direct and control the business of the Corporation;
- c. periodically use his or her good faith efforts to confirm that all books, reports and certificates of the Corporation are being properly maintained;
- d. appoint those committee chairpersons (other than the Nominating Committee);

- e. perform all other duties usually pertaining to the office of President.

Vice President: The Vice President of this Corporation shall:

- a. preside at all meetings of the Board in the absence of the President;
- b. perform all other duties pertaining to the office of Vice President;
- c. direct and supervise all activities of the Hospitality, Concerts/Programs, Photography/Video & Publicity, Chaperones, Transportation, Equipment and Uniform Committees.

Secretary: The Secretary of this Corporation shall:

- a. record the minutes of all meetings;
- b. write up the minutes the day following the meeting;
- c. confer with the President for possible omissions;
- d. send a duplicate copy of the minutes to all members of the Board of Directors;
- e. have custody of the seal of the Corporation and all corporate records of the Corporation;
- f. give notices of all meetings required by statutes, by-laws or resolutions;
- g. take the attendance record at meetings;
- h. maintain committee reports;
- i. perform all other duties usually pertaining to the office of Secretary,
- j. direct and supervise all activities of the Membership, Communication and Volunteers Committees.

Treasurer: The Treasurer of this Corporation shall:

- a. be custodian of all funds and securities of the Corporation and collect interest thereon;
- b. keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board;

- c. provide updates as requested by the President;
 - d. make a report at the annual meeting and special reports when requested;
 - e. deposit all moneys of the Corporation in the name of in a financial institution selected and designated by the Board (subject to approval by the Band Director, at his or her discretion) subject to withdrawal for authorized purposes (in any and all events, subject to approval by the Band Director, at his or her discretion), upon the joint signatures of two (2) of the officers of the Corporation, one of whom shall be the Treasurer and the other of whom shall be the President, Vice President or Secretary;
 - f. see that all government agency reports and returns are prepared and filed;
 - g. perform all other duties usually pertaining to the office of Treasurer;
 - h. direct and supervise all activities of the Fundraising Committee.
3. The Executive Board may establish or terminate any committee at any time in its sole discretion. All committee Chairpersons shall be considered a member of the Board of Directors and shall have all rights, including voting rights, and privileges of the Board.
- a. Chaperones: This committee is responsible for obtaining, scheduling and monitoring parents to chaperone at events such as concerts, trips away from school. Chaperones are require by the school system for student safety as well as student discipline and to assist the director for a successful event. Parents who chaperone throughout the year shall have first priority on special away trips.
 - b. Programs/Concerts: This committee is responsible for organizing concerts, developing concert program books, and providing any appropriate decorations. The concert program books should include names of students, names of L.A. Ainger Band Booster Association members, names of school administrators, names of County board members and paid advertisements.
 - c. Awards/Recognition: This committee is responsible for developing recognition awards to be given to students, select booster club members and patrons of the Bands. They shall also be responsible for developing with the Director awards to be given at the Spring Awards Banquet.
 - d. Membership: This committee is responsible for coordination of band parent membership.

- e. Fundraising: This committee is responsible for raising funds for programs or events sponsored by the Corporation. The Corporation's major fundraiser of the year meets approximately 50% of its total budget. Parents can volunteer to chaperone storefront sales, collect funds, etc.
 - f. Photography/Video: This committee is responsible for helping to keep a pictorial record of this year's Band events.
 - g. Uniforms: This committee is responsible for designating uniforms for individual students, passing out and collecting shirts for events, and cleaning in a uniform manner.
 - h. Transportation This committee is responsible for helping to transport larger instruments and equipment to events/concerts.
 - i. Hospitality: This committee is responsible for coordinating all special events and social activities including refreshments and/or concessions at all concerts and the Spring Awards Banquet.
 - j. Publicity: This committee is responsible for informing all media outlets available and the community in general of any Band-related activities relating to L.A. Ainger Middle School Band.
4. Board of Directors members must attend all Board of Directors meetings. Any Board of Directors member who is absent for more than two (2) consecutive meetings without appointing a substitute to perform his or her duties may be removed from the Board of Directors. (The Secretary shall notify the President of any such violations so that a verbal notice can be given.)
 5. Each Board of Directors member shall present a written or oral report at all Board and general meetings, if called upon to do so.
 6. Any Board member displaying disrespectful or inappropriate behavior at any Band or Board function may be removed from the Board pending a Board majority vote.

ARTICLE IX: ELECTIONS

1. Executive Board positions shall be chosen in April by a verbal vote, only if the election is uncontested. If there is more than one individual running for a position, then the election shall be by ballot.
2. Only members in good standing and available for a full term shall be nominated for office.
3. The nominated officers shall be elected by a majority vote at the April general meeting. All new Board members shall assumed office on June 1.
4. At the election general meeting, nominations may be made from the floor.
5. If an Executive Board position should become vacant, excepting the Presidency, the Director and Executive Board shall approve a replacement selected by the President.
6. If the active Presidency should become vacant, the Vice-President shall assume those responsibilities until the Board of Directors can select a suitable replacement.

ARTICLE X: COMMITTEES

1. Each Committee Chairperson may have any number of volunteers who are willing to serve on that committee for the duration of need.
2. The Executive Board and Band Director may create an ad hoc committee providing its function and intent is consistent with all provisions in the by-laws.

ARTICLE XI: MANAGEMENT OF CORPORATION'S ASSETS

The assets of the Corporation shall be held, managed and invested by the Board of Directors; provided, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section (501(c)(3) of the Code. All investments of funds of the Corporation shall be approved by the Board of Directors and by the Band Director. Notwithstanding anything to the contrary contained herein, the Band Director shall have the right, exercisable in his or her discretion and in his or her capacity as an agent of L.A. Ainger Middle School, to disapprove and/or prohibit any investment or expenditure of funds.

ARTICLE XII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter 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 confine to specific instances.
2. **Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board.
3. **Checks, Drafts, etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by not less than two (2) officers, or otherwise by such officer or officers, agent or agents, of the Corporation in such manner as shall from time to time be determined by the Board of Directors.
4. **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board, the President or the Treasurer may select.

ARTICLE XIII: LOANS TO THE DIRECTOR AND OFFICERS

Loans may not be made by the Corporation to the Band Director, Board of Directors members, officers or employees, or to any other Corporation, firm, association or other entity in which one or more of its Board of Directors members, officers, or employees is a director, officer or employee or holds a substantial financial interest. A loan made in violation of this Article is a violation of the duty to the Corporation of the officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XIV: OTHER PROHIBITIONS

A dividend may not be paid, and no part of the income or profit of the Corporation may be distributed, to its members, the Director, or officers. The Corporation reimburses reasonable expenses of its members, officers and Director incurred in furtherance of the Corporation's purposes, and may confer benefits upon its members in conformity with its purposes so long as such payment or benefit does not violate Article XIII of these By-laws.

ARTICLE XIV: AMENDMENTS TO THE BY-LAWS

The By-laws of this Corporation may be altered, amended or repealed only by a majority vote of the members of the Board of Directors.

ARTICLE XV: INDEMNIFICATION

1. **Action Against Party Because of Corporate Position:** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Board of Directors Member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Board of Directors Member, partner, officer, Band Director, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, finds, and amounts pad in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.
2. **Reimbursement if Successful:** To the extent that an officer, Band Director, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in Section 1 of this Article XV, or in defense of any claims, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he or she has not been successful (on the merits or otherwise) on any other claim, issue or matter in any such claim, action, suit or proceeding.

3. **Advanced Reimbursement:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board in the specific case upon receipt of an undertaking by or on behalf of the Band Director, Board of Directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by this Article.
4. **Indemnification Not Exclusive:** The identification provided by this Article shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, By-laws, agreement, vote of members or disinterested Executive Board Members, or otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a Board of Directors member, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Where such other provision provides broader rights of indemnification than these By-laws, said other provision shall control.
5. **Insurance:** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Board of Directors member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a board member, partner, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.