

# Frankfort Band Boosters

## Constitution

### Article I – Name

The name of the organization shall be the Frankfort Band Boosters, Inc.

### Article II – Purpose

The purpose of this organization is to:

- A. Promote the general welfare of Frankfort High School
- B. To encourage and cultivate a degree of excellence in all musical endeavors pursued by the members of the Frankfort High School Band.
- C. To promote, preserve, and protect the prestige of the Frankfort High School Band.
- D. To secure the highest degree of public good will for the Frankfort High School Band.
- E. To assist in providing the resources (financial, material, human) necessary to meet the needs, goals, and aspirations of the Frankfort High School Band.
- F. To cooperate with the Band Director, Staff personnel, fellow band booster members in seeking the attainment of ALL that is truly best for the Frankfort High School Band.

### Article III – Members

- A. Any adult who has a genuine interest in the FHS band and holds dear the objectives of this organization as expressed in Article II is eligible to become a member.
- B. Any member in good standing in this organization shall be eligible to vote. Good standing includes the following:
  - a. All band fees paid in full. Any future unpaid financial obligation will disqualify member as voting member.
  - b. BOE approved volunteer.
  - c. Attend the annual organizational meeting (normally held in May) and at least one band meeting per quarter (quarters run from May – July, Aug – Oct, Nov- Jan and Feb –April.
  - d. Be an active participant in major fund raising events as determined by and at the discretion of the Executive Board.
- C. All Band Booster actions/activities beyond standard operating procedures must be approved by the band director and the school principal regardless of the approval by a majority vote.
- D. A member can be removed with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given or during a special meeting if determined by the voting members to be in the best interest of the organization .

### Article IV – Officers and Elections

- A. **Officers.** The officers shall be a president, vice president, secretary, and treasurer.
  - a. **President.** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization as the organization's PUBLIC SPOKESMAN at meetings outside the organization, serve as an ex officio member of all committees and coordinate the work of all the officers and committees so that the purpose of the organization is served.

- b. **Vice President.** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
  - c. **Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the meeting minutes book, bylaws, rules of membership list, and any other supplies, and brings them to meetings. The secretary will publish a tentative schedule drafted and approved by the executive board of meetings and deadlines. The calendar will begin at the first organizational meeting for the band each spring through the last event for the band in the following spring.
  - d. **Treasurer.** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive boards. After each financial deadline, the treasurer will notify any band member in arrears and copy the school administration. All financial obligations/waivers for the organization are at the discretion of the Executive Board. The Executive Board will maintain confidentiality of all sensitive financial decisions. The treasurer will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year. The treasurer will ensure all tax forms are completed and filed in a timely manner at a frequency mandated by the IRS.
- B. Nominations and Elections.** Elections will be held at the second meeting of the band year. The executive committee shall select a candidate for each office and present the slate at the organizational meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.
- C. Eligibility.** Current members are eligible for office if they are members in good standing at least 14 calendar days before the executive committee presents its slate. Incoming members are eligible to be nominated if they attend the organizational meeting.
- D. Terms of Office.** Officers are elected for two years and may serve no more than one term in the same office. If after the first term there is no candidate for replacement, a special election can occur to allow the officer to continue in that seat for an additional term. Each person elected shall hold only one office at a time. The term will begin following the June meeting and will run for 2 calendar years. In order to maintain continuity the President and the Vice President terms will be filled alternating years. The Treasurer and Secretary will also be filled in alternating years.
- E. Vacancies.** If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.
- F. Removal from Office.** Officers can be removed from the office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

#### **Article V – Meetings**

- A. **Regular Meetings.** The regular meeting of the organization shall be on the second Monday of every month at 7 p.m., or at a time and place determined by the executive boards at least one month before the meeting. The annual organizational meeting will be held at the May regular meeting. The annual meeting is for receiving reports, nominating officers, and conducting other business that should arise.
- B. **Special Meetings.** Special meetings may be called by the president, any two members or the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by email and will be posted on the Frankfort Band website.
- C. **Quorum.** The quorum shall be 7 voting members of the organization.

- D. **Agenda.** A meeting agenda will be published 7 days prior to the meeting. All voting issues will be listed on the agenda. Only business stated on the agenda can be voted on during said meeting.

#### **Article VI – Executive Board**

- A. **Membership.** The Executive Board shall consist of the officers, the band director, and concession committee chair.
- B. **Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership annually, approve routine bills, and prepare reports and recommendations to the membership.
- C. **Meetings.** Regular meetings shall be held on the same day and at the same time each month prior to the regular meeting as needed. Special meetings may be called by any two board members with 24 hours notice.
- D. **Quorum.** Half the number of board members plus one constitutes a quorum.

#### **Article VII – Committees**

- A. **Standing Committees.** The following committees shall be held by the organization: Concession Stand.
- B. **Additional Committees.** The board may appoint additional committees as needed.
- C. **Committee Members:** Are made up of band boosters members as described in Article III A.

#### **Article VIII – Finances**

- A. A tentative budget shall be drafted in the spring for the following school year and approved by a majority vote of the voting members present at the organizational meeting.
- B. The treasurer shall keep accurate records of any disbursements, income and bank account information
- C. Any budgeted expense that exceeds \$200 over original approved budget must be approved by the executive board. Any budgeted expense that exceeds \$500 over the original approved budget must be approved by a vote of the voting members.
- D. Any non-budgeted expense up to \$200 must be approved by the executive committee. Any non-budgeted expense over \$200 must be presented to the voting membership for approval.
- E. If a member of the Frankfort Marching Band (student/band director) is hospitalized flowers may be sent using organization funds not to exceed \$40 per incident not to exceed one incident per school year. If a student member's parent, guardian, or loco parentis is hospitalized a card may be sent using organization funds.
- F. Two authorized signatures shall be required on each check. Authorized signers shall be the president and treasurer.
- G. The treasurer shall prepare a financial statement at the end of the band year to be submitted for audit.
- H. Upon dissolution of the organization, any remaining funds should be used to pay any outstanding bills, and with the membership's approval, spent for the benefit of the band.
- I. The fiscal year shall coordinate with the band year.

#### **Article IX – Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws. This will provide the secretary the ability to capture the content of the meetings in a logical fashion.

#### **Article X – Standing Rules**

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

## **Article XI- Dissolution**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

## **Article XII – Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing and sent to all members of the organization by the secretary. Notice may be given by postal mail, email, fax, or posted on the band web site. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

## **Article XIII- Conflict of Interest Policy**

**A. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization 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.

### **B. Definitions.**

- a. **Interested Person.** Any director, principal officer or member of a committee with governing 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 organization has a transaction or arrangement;
  - ii. A compensation arrangement with the organization or with any entity or individual with which the organization 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 organization is negotiating a transaction or arrangement.  
"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **C. 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 governing board-delegated powers who are 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing 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 governing board or committee shall, if appropriate, appoint a interested person or committee to investigate alternatives to the proposed transaction or arrangement.

- iii. After exercising due diligence, the governing board or committee shall determine whether the organization 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization'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.

d. **Violations of the Conflict of Interest Policy.**

- i. If the governing 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.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- i. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- ii. 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.

E. **Compensation.**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization 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 and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. **Annual Statements.** Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

G. **Periodic Reviews.** To ensure that the organization 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, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

H. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.