

<http://phspirateband.com/wp-content/uploads/2020/02/PHSBandBoosterBylaws.pdf>

## **BYLAWS OF *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.***

### **ARTICLE I OFFICES**

#### **Section 1. Registered Office**

The *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall at all times, maintain in the State of Oregon a registered agent, whose business office shall be the registered office of the Phoenix High School Band.

#### **Section 2. Other Offices**

The *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* may also have such other offices within or without the State of Oregon as the Board of Directors may, from time to time, designate, and as the business and affairs of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* may require.

### **ARTICLE II PURPOSES**

#### **Section 1. Nature of Corporation**

The *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* nonprofit corporation formed under the relevant laws of the State of Oregon, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

#### **Section 2. Primary Purposes**

The purpose of the Band Boosters shall be to serve and support the students and promote the activities of the Phoenix High School Band and Color Guard, hereinafter called the PROGRAM. The objectives of the Band Boosters are:

- (a) to lend all possible financial, moral, organizational, logistical and personnel support to the Program;
- (b) to advance the education of the youth enrolled in the Program by promoting and encouraging musical excellence, teamwork and cooperation in an environment of mutual respect and dignity;
- (c) to cooperate with the band, Color Guard, their officers, representatives, and the Band Director whenever possible. The contribution by the Band Boosters of time, goods, services, and/or finances to the Program is intended to augment the Program and not to serve as a substitute for the legal financial obligations of the State of Oregon, the County of Jackson, or the Phoenix/Talent School District to provide for the basic needs of the Program. In pursuit of these objectives, the Band Boosters will neither seek to direct the administrative activities of the Program or control its policies. The Band Boosters shall not, except to an insubstantial degree,

engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this organization.

## **ARTICLE III BOARD OF DIRECTORS**

### **Section 1. General Powers**

The Board of Directors shall have the general power to manage and control the affairs and property of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

### **Section 2. Number, Election, and Term of Office**

The Board of Directors shall consist of no less than four (4), and no more than seven (7), members. Directors need not be residents of the State of Oregon. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur in the case of filling vacancies.

### **Section 3. Officers**

The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe. Each officer shall hold office for no more than four (4) consecutive years.

### **Section 4. Vacancies**

Any vacancy occurring on the Board of Directors shall be filled by such person as shall be elected by the remaining members of the Board of Directors. If at any time a current Board member has three (3) unexcused absences in any twelve (12) month period that board position will be considered vacant.

### **Section 5. Annual and Regular Meetings**

The Board of Directors shall hold quarterly meetings and an annual meeting during the second quarter of the year at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

### **Section 6. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, as the date, hour, and place for holding any special meeting of the Board called by them.

## **Section 7. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, facsimile or other means of electronic transmission to each Director as shown in the records of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

## **Section 8. Quorum and Proxies**

A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

## **Section 9. Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

## **Section 10. Compensation**

Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* in any other capacity and receiving compensation therefor.

## **Section 11. Informal Action**

Any action may be taken without a meeting of the Directors if consent is set forth in writing the action to be so taken, shall be signed by all of the Directors.

## **Section 12. Resignation; Removal**

(a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be

removed, with or without cause, by the vote of a majority of the Directors then in office.

## **ARTICLE IV EXECUTIVE BOARD / OFFICERS**

### **Section 1. Executive Board**

The Executive Board of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall consist of a President, Vice President, Secretary, and Treasurer. Not more than one office may be held simultaneously by the same person. Each officer shall hold office for no more than four (4) consecutive years.

### **Section 2. Election and Term of Office**

The Executive Board of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall be elected by a majority vote of the members of the Board of Directors at the bi-annual organizational meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years and thereafter until his successor shall have been duly elected and qualified.

### **Section 3. Removal**

Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* would be served thereby.

### **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5. President**

The President shall be the chief executive officer of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* and, in general, shall supervise and control all of the business and affairs of the

*PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* The President may sign, with the Secretary or any other proper Officer of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6. Vice President**

The general duties of the Vice President will be to assist the President as requested or assigned by the President and to preside over Board Meetings in the Presidents absence.

In the event the resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 7. Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal, if applicable; and perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

### **Section 8. Treasurer**

The Treasurer shall be responsible for all funds and securities of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*; receive and give receipts for monies due and payable to the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* and deposit all such monies in the name of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws.

The Treasurer shall prepare a budget for presentation to the Board of Directors at the annual July meeting. The budget will be considered passed upon a majority vote of the Board of Directors. The treasurer may discharge their duties within the parameters of the budget. Any expenditures or other financial matters that are not within the purview of the approved budget shall be presented to the Board of Directors for a vote.

The Treasurer is responsible for annual filing of state and federal tax and non-profit forms.

The Treasurer shall perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## **ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts**

The Board of Directors may authorize any Officer or Officers, agent or agents of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or

document in the name and on behalf of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts, and Similar Documents**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness

issued in the name of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*, shall be signed by such Officer or Officers and/or agent or agents of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* and in such manner as shall from time to time be determined by resolution of the Board of Directors. The President and Treasurer shall be signatories on all financial accounts.

### **Section 3. Deposits**

All funds of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall be deposited upon payment received to the credit of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 4. Gifts and Contributions**

The Board of Directors may accept on behalf of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Oregon, and any other relevant jurisdiction.

### **Section 5. Student Accounts**

Student accounts are established for each student in the program. 1) Funds are earned by member participation in various approved individual fundraisers and/or direct contributions by members. 2) Funds placed into family accounts may only be applied to Band-related expenses: (ex: marching fees or other required expenses.) or payment of fundraisers that benefit the General Fund. They may not be used to pay for school activities not associated with the Program.

### **Section 6. Expenditures**

Expenditures shall be based on the budget submitted by the executive board. The budget may be amended by a recommendation of the executive board at regular or specially called meetings. Any surplus funds may be spent by the executive board with  $\frac{2}{3}$  quorum approval at their discretion to meet the purposes of the organization; however the carry-over should remain in the organization's account from year to year.

## **ARTICLE VI BOOKS AND RECORDS**

The *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.* shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE VIII REGULAR AND SPECIAL COMMITTEES**

### **Section 1. Purposes**

The President may establish such regular and special committees to assist it in the performance of the board's duties as the president deems appropriate.

### **Section 2. Number, Election, and Term of Office**

The number of members of each committee shall be determined by the President. Members may be either board members or non-board members as deemed appropriate by the President. The President is a de facto member of all active committees. Each committee shall be elected by the President and shall serve until resignation or removal by the President.

### **Section 3. Officers**

The President may designate from among the members of each committee a Chair and Vice Chair of such committee, and such other officers as the President may determine. The Chair, Vice Chair, and any other officers of each such committee shall have such duties as the President prescribes.

### **Section 4. Vacancies**

Vacancies in the membership of any committee shall be filled by the President.

## **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Oregon or under the provisions of the Articles of Incorporation or the Bylaws of the *PHOENIX HIGH SCHOOL MUSIC BOOSTERS, INC.*, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

## **ARTICLE XII DISSOLUTION**

Upon dissolution the assets of the organization will be sold and all funds held upon dissolution will be distributed to the PHS music program by a Board vote at the time of dissolution.