

June 14, 2016

**BYLAWS OF ARLINGTON BAND BOOSTERS, INC.**

**ARTICLE I – NAME, OFFICES, FISCAL YEAR**

The name of this corporation is Arlington Band Boosters, Inc., hereinafter referred to as ABBI. The principal office of the corporation is Arlington High School, Route 55 LaGrangeville, County of Dutchess, State of New York. The mailing address is P.O. Box 66, LaGrangeville, New York 12540. The corporation may also have offices at such other places within or outside this state as the Board may from time to time determine or the business of the corporation may require. The fiscal year runs from July 1 through June30.

**ARTICLE II – PURPOSES**

The purposes for which this corporation has been organized are as follows:

- To arouse and maintain an enthusiastic interest in the band programs of the Arlington Central School District.
- To provide support (moral, financial, social and otherwise) for the band programs at Arlington High School.
- To cooperate with those in charge of the band programs, the Arlington High School administration, and the Arlington Central School Board to promote the general activities of the band programs at Arlington High School.

**ARTICLE III – MEMBERSHIP, MEETINGS, FINANCE**

1. QUALIFICATIONS FOR MEMBERSHIP.

- Section 1: Members, as referred to in these Bylaws, are defined as those people listed on the membership roll.
  - Voting members are the parents or legal guardians of students who are currently participating in any band program under the direction of the Arlington High School Band Department.
  - Non-voting members are individuals who submit their names in writing to the Secretary of ABBI for inclusion on the membership roster. Non-voting members must annually request in writing that their membership be maintained.
- Section 2: The membership roll of all members resides in the on-line office management system used by the Arlington High School music department, and is maintained by the band directors. It includes each member's email address and the membership email distribution list. Families are able to update their contact information.

2. GENERAL MEMBERSHIP MEETINGS

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- Section 1: There shall be at least three (3) general membership meetings held per year, including the annual membership meeting of ABBI, which shall be held in June.

General membership meetings of ABBI shall be held at Arlington High School,  
Route 55, LaGrangeville, New York 12540

- Section 2: The Secretary shall cause to be electronically delivered to every member a notice stating the time and place of every general membership meeting. The notice will be sent to every member at his or her address as it appears on ABBI's email distribution list.
- Section 3: The presence at any general membership meeting of at least ten (10) voting members shall constitute a quorum and shall be necessary to conduct ABBI's business. A quorum once declared shall continue throughout the meeting. If a quorum fails to be reached, a lesser number may adjourn a meeting for a period of not more than three (3) weeks from the scheduled date and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum shall be required at any adjourned meeting.
- Section 4: Whenever members are required or permitted to take any action by vote, the action must be approved by a majority of the voting members present at the meeting.
- Section 5: Roberts' Rules of Order (Revised) shall govern the conduct of business of ABBI and shall be the accepted authority in questions of conduct and procedure.
- Section 6: A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any general membership meeting upon the request therefore of any member who has given written notice to the corporation prior to such meeting.

### 3. ITEMS OF BUSINESS.

The items of business at all general membership meetings shall be as follows:

- Attendance sheet sign-in
- Reading and approval of the Secretary's report, including the minutes of the preceding meeting
- Reading and approval of the Treasurer's report
- Reports of the President and Vice-President
- Reports of the Arlington High School Band Directors
- Committee reports
- New Business
- Good and welfare
- Adjournments

### 4. SPECIAL GENERAL MEMBERSHIP MEETINGS

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Special general membership meetings of ABBI may be called by a majority of the members of the Board of Directors. The Secretary shall cause a notice of such meeting to be electronically delivered to all members at their addresses as they appear in ABBI's email distribution list at least ten (10) days but not more than fifty (50) days before the scheduled date of such special meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all members present at such meeting.

5. PROXIES NOT RECOGNIZED

No member shall authorize another person or persons to act in their behalf by proxy.

6. FINANCES

- Section 1: A Finance Committee shall be appointed by the President each year. It will include the Treasurer, who will be the Finance Committee Chairperson, the Band Directors, at least one (1) member of the board of Directors, and at least three (3) members from the general membership. It will be the Finance Committee's duty to prepare an annual budget. This budget shall be presented at a general membership meeting for approval by a majority vote of the members present. If the budget is not approved, it must be revised by the Finance Committee as needed and presented to the general membership for approval at the same or a later general membership meeting.
- Section 2: The fiscal year runs from July 1 through June 30. The Arlington Band Boosters, Inc. must maintain a year-end minimum cash asset balance of \$5,000.
- Section 3: The Board of Directors, along with the Band Directors, will have authority to administer the financial matters of the organization within the guidelines of the approved budget. Variations from the approved budget will be permitted subject to the following approvals:

<u>Item Variation Amounts</u>	<u>Must be Approved By</u>
\$1 - \$500	Treasurer
\$501 - \$2,500	Board of Directors
\$Over \$2,500	General Membership

- Section 4: This organization shall maintain accounts of record with financial institutions that will provide competitive interest/dividends with minimal risk on its funds and securities.
- Section 5: An account will be maintained for the sole purpose of purchasing Arlington Marching Band uniforms. The amount allocated each year will be determined at the annual budget meeting of the Finance Committee. This amount will be restricted from the rest of the Marching Band tour fees collected, and will be listed on the balance sheet as temporarily restricted assets until the uniforms are purchased.

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**ARTICLE IV – DIRECTORS**

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the Board of Directors, consisting of at least seven (7) voting Directors and the Past President. The Directors shall include:

- At least four (4) officers, as defined in Article V;
- At least three (3) members of the organization at large; and
- The Past President, who is not elected and shall serve as a non-voting advisor to the Board.

The Board of Directors, in consultation with the Arlington High School Band Directors, shall have general supervision of the affairs of the organization in achieving the objectives of ABBI.

2. ELECTION AND TERMS OF DIRECTORS.

- Section 1: At each annual general membership meeting in June, the members present shall elect directors to hold office for the next year. Each director or officer must be a voting member of ABBI, which requires that they are the parent or legal guardian of a student who will be participating in a band program under the direction of the Arlington High School Band Department during their term of office. The only exception may be the Past President, who serves as an advisor to the Board of Directors without voting privileges.
- Section 2: Each director shall hold office until the expiration of the term for which he or she was elected or appointed or until his or her successor has been elected or appointed, or until his or her resignation or removal. No officers defined in Article V shall hold the same office for more than four (4) consecutive years.
- Section 3: A nominating committee comprised of at least two (2) members of the Board of Directors and at least two (2) members of the general membership, appointed by the President in March, shall prepare a proposed list of candidates for positions on the board of Directors. Notice of meetings of the nominating committee will be given to the Arlington High School Band Directors, who may participate in the meeting without vote. The Past President shall act as chairperson with no vote: in the event that the Past President fails for whatever reason to assume these duties, one of the Arlington High School Band Directors will act in their stead.
- Section 4: Candidates for positions on the Board of Directors may also be proposed by any voting member of the organization by sending a written and signed nomination to Arlington Band Boosters, Inc., P.O. Box 66 LaGrangeville, NY 12540, postmarked by May 1. In case of dispute, it is the responsibility of the member or members submitting a nomination to obtain written certification from the United States Post Office that the

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nomination was postmarked by in May 1. Nominations postmarked after in May 1 will not be accepted.

- Section 5: The list of candidates prepared by the nominating committee and any additional nominations mailed in to the organization and postmarked by in May 1 shall be announced in the newsletter prior to the annual general membership meeting in June. If a full slate is not presented by the nominating committee, nominations of members in attendance may be accepted from the floor at the annual membership meeting.
- Section 6: The Board of Directors will be elected, by ballot, at the annual general membership meeting in June. If a single slate is presented, the Secretary may cast one (1) ballot.
- Section 7: The elected Board of Directors will be installed in at the June annual meeting of the general membership, but their official duties do not begin until July 1.

3. INCREASE OF DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a majority vote of the members present at a general membership meeting or by a majority of the members of the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent.

4. VACANCIES

Vacancies of elected officers and directors due to resignation, death, and removal with cause shall be filled by the Board of Directors, except the President's office, which will be filled by the Vice President if there is only one, or by the Executive Vice President if there is more than one Vice President.

Newly created directorships resulting from an increase in the number of directors may be filled by a majority vote of the members of the Board of Directors unless otherwise provided in the certificate of incorporation.

Directors elected to fill vacancies caused by resignation, death, or removal shall be elected to hold office for the unexpired term or their predecessors.

5. REMOVAL, RESIGNATION OF DIRECTORS

- Section 1: Any or all of the directors may be removed for cause by a majority vote of the members present at a general membership meeting or by a majority vote of the members of the Board of Directors only after the Arlington High School Band Directors have attempted mediation between the person(s) bringing the action and the Director(s) named.
- Section 2: A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of ABBI. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors

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or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. QUORUM OF DIRECTORS

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. A quorum once declared shall continue throughout the meeting.

7. ACTION OF THE BOARD

Unless otherwise required by law, any action by the Board of Directors requires a simple majority of those directors present. Each director shall have one (1) vote.

8. PLACE AND TIME OF BOARD OF DIRECTORS MEETINGS

The Board of Directors may hold its meetings at the office of ABBI or at such other places as it may from time to time determine.

9. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall hold a meeting prior to each general membership meeting.

10. NOTICE OF MEETING OF THE BOARD OF DIRECTORS AND ADJOURNMENT

Meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall from time to time determine.

Special meetings of the Board of Directors shall be held upon notice to the directors and may be called by the President upon three (3) days' notice to each director either personally or by email; special meetings shall be called by the President or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice before the meeting.

A majority of the Board of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment.

11. CHAIRMAN

At all meetings of the Board of Directors the President, or in his or her absence the Vice President or Executive Vice President, shall preside, and shall appoint all committees, and shall be ex-officio a member of all committees.

12. COMMITTEES

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The Board of Directors has sole authority to form committees that may serve ABBI, and to designate the chair of such committees. If the Board designates a chair, the President shall notify that person in writing.

### 13. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his or her hands.

## **ARTICLE V – OFFICERS**

### 1. OFFICES

As define in Article IV, the Board of Directors is composed of directors at large and directors with specific duties, defined here as officers. All provisions in Article IV apply to all directors, including officers. Unless otherwise provided for in the certificate of incorporation, there shall be:

- President
- One or more vice Presidents
- Secretary
- Treasurer

These officers shall have such duties, powers and functions as described below.

### 2. PRESIDENT

The President shall be the chief executive officer of the corporation. As such the President shall preside at all general membership meetings and all Board of Directors meetings, have the general management of the affairs of ABBI, and see that all orders and resolutions of the Board are carried into effect.

The President individually, along with the Treasurer individually, have authority to sign all checks, drafts, notes, and orders for the payment of money not to exceed \$5,000.00, and shall countersign with the Treasurer when over \$5,000.00, which shall be duly reported to the general membership.

The President shall prepare board meeting agendas and notify board members of such agendas prior to meetings.

The President shall schedule annual new board training and orientation session for review of bylaws and job requirements and for promulgating lessons learned from previous job holders and promote implementation of lessons learned from committees and events.

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3. VICE PRESIDENTS

During the absence or disability of the President, the Vice President, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

If there is more than one Vice President, the President shall designate the Executive Vice President.

4. TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank, credit union, or trust company as the Board of Directors may select.

The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of ABBI.

The Treasurer shall individually, along with the President individually, have authority to sign all checks, drafts, notes, and orders for the payment of money not to exceed \$5,000.00, and shall countersign with the President when over \$5,000.00, which shall be duly reported to the general membership.

The Treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon written request.

The Treasurer will provide a copy of all monthly account statements that he or she receives, within 15 days after receipt of such statements, to the President, Vice President, and Secretary.

At the end of each fiscal year, the Treasurer shall have an audit of the accounts of the corporation made by a Certified Public Accountant or an Audit Committee appointed by the Board of Directors, and shall present such audit in writing at the next general membership meeting following the receipt of the report, at which time he or she shall also present an annual report setting forth in full the financial conditions of the corporation.

The Treasurer shall ensure that ABBI is adequately insured.

The Treasurer shall handle post office duties.

5. TEMPORARY TREASURER

During the absence or disability of the Treasurer, a Temporary Treasurer will be designated by the President in consultation with the board of Directors. He or she shall have the powers and functions of the Treasurer.

6. SECRETARY



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The Secretary shall write and keep on file the minutes from general membership meetings and Board of Directors meetings.

The Secretary shall attend to the giving and serving of all notices of the corporation, have charge of such books and papers as the Board of Directors may direct, attend to such correspondence as may be assigned, and perform all duties incidental to this office.

The Secretary shall be responsible for adding non-voting members to the membership roll.

The Secretary shall file building use forms for ABBI with the school district when necessary.

#### TEMPORARY SECRETARY

During the absence or disability of the Secretary, a Temporary Secretary will be designated by the President in consultation with the Board of Directors. He or she shall have the powers and functions of the Secretary.

#### **ARTICLE VI – SEAL**

The seal of the corporation is located at the office of the corporation attorney.

#### **ARTICLE VII – CONSTRUCTION**

If there is any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

#### **ARTICLE VIII – AMENDMENTS**

The bylaws may be adopted, amended or repealed by a majority vote of the members present at any general membership meeting provided that the amendments must have been presented at the preceding general membership meeting or in the newsletter published prior to the meeting notifying the membership of such proposals.

Bylaws may also be adopted, amended or repealed by the Board of Directors but any bylaw adopted, amended or repealed by the Board may be amended by a majority vote of the members present at a subsequent general membership meeting.

If any bylaw regulating an impending election of the Board of Directors is adopted, amended or repealed by the Board, the changes shall be explained in the notice of the next general membership meeting.

The bylaws shall be reviewed, amended if necessary and adopted annually at the general membership meeting in March. The Vice President shall be responsible for preparing and presenting the bylaws at the March general membership meeting.

#### **ARTICLE IX – DISBANDMENT**

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If ABBI should at any time disband, any monies in the treasury shall be turned over to the band program of the Music Department of Arlington High School.