

**Fort Myers High School  
GREENWAVE BAND BOOSTERS, INC.  
BY-LAWS**

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**ARTICLE I - NAME**

The name of this nonprofit corporation shall be the Greenwave Band Boosters, Inc.

**ARTICLE II - OBJECTIVES**

The objectives of this corporation are as follows:

**SECTION 1.** To stimulate and maintain interest in the various phases of the Greenwave Music Ensemble programs at Fort Myers High School.

**SECTION 2.** To support, both morally and financially, the Greenwave Music Ensemble programs at Fort Myers High School.

**SECTION 3.** To advise the Greenwave Director of Music and the Lee County School Board to the end that this department attain the highest possible educational experience for the students; to build and maintain a booster organization which will help promote the general activities and welfare of the Greenwave Music Ensembles.

**ARTICLE III - POLICY**

**SECTION 1.** The membership through the corporation's officers and directors is empowered to do all things and conduct all business necessary to carry out the objectives stated in Article II.

**SECTION 1.1** The Director of Music shall be a member but shall have no voting power. No membership or participation fee shall be paid by the Director of Music.

**SECTION 2.** Roberts Rules of Order and related reference materials will be used as references in conducting meetings.

**ARTICLE IV - MEMBERSHIP**

**SECTION 1.** Membership shall be open to all parents and guardians of Music Ensemble members and any other interested adult wishing to assist in carrying out the objectives of the Greenwave Band Boosters, Inc.

**SECTION 2.** Proof of membership by attendance at a minimum of three (3) regular meetings may be required in all matters requiring a vote.

**SECTION 3.** Special supporting Membership cards will be issued upon payment of an optional Special Supporting Membership donation, to be determined annually by the Board of Directors. Special Supporting Memberships shall be for a period of one year, effective May 1<sup>st</sup> through April 30<sup>th</sup> of the following year. The Board of Directors may designate "Special Supporting Memberships" based upon a program of special support donations.

**SECTION 4.** Members shall receive a periodic newsletter regarding previous meetings, and future meetings/events.

## ARTICLE V - ELECTION OF OFFICERS AND DIRECTORS

**SECTION 1.** The elected officers of this corporation shall be the President or Co-Presidents, Vice President, Secretary, and Treasurer. A minimum of three (3), but not more than seven (7). Directors shall be elected for a term in office of one year. The term of office shall begin at the end of the April meeting and continue through the close for the April meeting one year later.

**SECTION 1.1** No person shall serve more than three (3) consecutive years as an officer in the same elected office.

**SECTION 2.** A nominating committee of three members, not currently officers, shall be appointed by the President/Co-Presidents at the January meeting. The nominating committee shall make every attempt to propose a slate of at least two persons for each office to the February Meeting with prior consent of each nominee.

**SECTION 2.1** All nominees for President/Co-President shall meet the following minimum qualifications:

- a) shall have attended at least a majority of all general membership meetings in the current year and
- b) shall have chaired a committee or been a member of the Board.

**SECTION 2.2** All nominees for any officer or director shall be a member of the Greenwave Band Boosters.

**SECTION 2.3** No more than one (1) person per family may be an officer or director during any one given year.

**SECTION 3.** Elections shall be held at the March meeting, after the nominating committee has proposed its slate, and nominations are heard from the floor. All votes for election of officers and directors shall be by secret ballot. Absentee ballots will not be accepted. The President/Co-Presidents shall appoint a committee of three who shall act as inspectors of elections and who shall collect all ballots for counting and certify to the President/Co-Presidents in writing the results of the elections, and the certified copy shall be attached to the minutes of the meeting. No inspector of the election shall be a candidate for office or an existing director of this corporation.

## ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

**SECTION 1.** Collectively, the officers and the directors shall be known as the Board of Directors and shall be empowered to adopt policy, establish a budget, approve expenses and anything else they deem necessary to accomplish the objectives of this corporation. The President/Co-Presidents shall be the chairperson of the Board of Directors. All decisions of the Board of Directors acting in their capacity as Board of Directors shall be deemed final and properly adopted except as herein provided in Article IX, Section 7.

**SECTION 1.1** A quorum of the Board of Directors shall be 50% plus 1 rounded up to the nearest whole number of the total number of officers and directors elected to serve for that year. No action of the Board of Directors shall be binding or official unless adopted by a majority vote of a quorum.

**SECTION 1.2** The Board of Directors, working with the Director of Music, shall design a proposed budget of anticipated expenses for the next year and present it to the general membership during the May meeting, discussion / recommendations on the proposed budget to take place at that time.

**SECTION 1.3** The Board of Directors shall be comprised of the officers and directors. The Director of Music, Principal and the chairperson of any/all standing committees shall be considered ex-officio members.

**SECTION 1.4.** The directors shall be present at all Board meetings and shall vote on any and all matters brought before the Board.

**SECTION 1.5** When a vote on any issue is needed from the Board of Directors and a quorum is not present, the President may appoint a standing committee chairperson in attendance to vote in proxy in the absence of a Board Member. However, no more than one person per family can vote in Board decisions by proxy or otherwise.

**SECTION 2.** In the event of the death, illness, resignation or removal of any officer or director, the Board of Directors shall, at their next scheduled meeting, appoint a replacement to serve the remaining term of the resigning officer or director.

**SECTION 2.1** Any officer or director who shall be absent from more than two (2) consecutive Board of Directors meetings, without expressed authorization, may be dismissed from office by a majority vote of the Board of Directors. A replacement shall be appointed pursuant to Section 2 above.

**SECTION 3.** Duties of officers shall be as implied by their respective titles, and as specified in other sections of these by-laws. All officers shall keep a chronological record of their work and turn over such records to their successors. An annual report of all officers shall be filed with the Secretary and shall become a permanent part of the records of the corporation.

**SECTION 4.** It shall be the duty of the President/Co-President to preside at all meetings and to work directly with the Music Director. The President/Co-President shall appoint a chairperson of all standing committees and shall be an ex-officio member of all committees except the nominating committee and the audit committee. The President/Co-President shall be one of the officers who may sign checks and drafts of this organization.

**SECTION 5.** The Vice President shall perform the duties of the President/Co-Presidents in the absence of the President/Co-Presidents, and shall succeed to the office of the President/Co-Presidents for the remainder of the term in the event of death, illness, resignation or removal of the President/Co-Presidents, and no new elections shall be held for the remainder of the term. The Vice President shall be responsible for all concession activities and report monthly to the membership. The Vice President shall be one of the officers who may sign checks and drafts of this organization.

**SECTION 6.** The Secretary shall maintain a record of the proceedings of all meetings and shall provide a set of minutes from all membership and Board meetings to the President/Co-Presidents at the earliest opportunity following the meeting. S/he shall coordinate the activities of a telephone committee for the purpose of notifying members of special meetings and other events; and shall assist the President/Co-Presidents in the preparation of newsletters and other correspondence to the membership. The Secretary shall be responsible for registration of students and maintaining a current roster of Music Ensemble students and band booster members, and shall be responsible for providing a copy of the same to any committee or officer, where required for the conduct of business. The Secretary shall make available a copy of these by-laws at any general membership meeting, special meeting or Board of Directors meetings.

**SECTION 7.** The Treasurer shall keep a permanent record of all financial transactions of the Corporation. Two (2) officers whose names appear on the account's signature card (President/Co- Presidents, Treasurer, or Vice President) shall sign all checks. The Treasurer shall maintain an accurate balance of the account at all times. Deposits and withdrawals shall be made in a timely manner. All deposit slips shall show the corresponding receipts numbers as specified in Article VII. A financial statement consisting of all disbursements by check number, to whom paid, amount and to which account budgeted shall be verified by the President and reported to the membership at all regular meetings. The Treasurer shall reconcile the bank statements and report it to the President/Co-Presidents. The Treasurer shall be one of the officers who may sign checks and drafts of this organization.

**SECTION 7.1.** The Treasurer shall have the checkbook(s) for the checking account available at all regular or called meetings for the purpose of making immediate disbursements at the vote of the membership (as in compliance with Article VII, Section 4).

## **ARTICLE VII- FINANCIAL OPERATIONS**

**SECTION 1.** A separate record of all monies received from each fundraising activity shall be maintained as a permanent financial record. The Chairperson of the event is to turn over all records to the Treasurer for review. The Treasurer will maintain these records.

**SECTION 2.** A separate ledger book of all financial records for the corporation shall be kept accurate and up-to-date according to generally accepted accounting principles. Each bill paid shall be cross-referenced to a check number and date paid. Each deposit shall be cross-referenced to the corresponding numbered receipt or receipts as set forth in Article VII, Section 7.

**SECTION 3.** All monies shall be deposited into the checking account.

**SECTION 4.** Disbursement of \$300 or less shall be made with the approval of at least three members of the Board of Directors with the exception of approved budget items which have implied consent. Notwithstanding the implied consent of approved budget items, any expenditure (other than purchases of food items for concession events) in excess of \$300.00 must first be submitted to a scheduled meeting of the Board of Directors for consideration. The Board of Director's shall determine whether the financial conditions permit the expenditure considering all obligations of the corporation.

**SECTION 5.** The Board of Directors shall annually appoint a Fairshare Coordinator who will be responsible for the receipt and recording of all funds earned through events that are designated as "Fairshare". This individual will record all earnings to student accounts based on the criteria enumerated in the Fairshare policy which has been separately adopted by the Board. The Fairshare Coordinator will transmit all earnings information to the Treasurer and will work with the Treasurer to update student balances.

**SECTION 6.** The Board of Directors shall appoint an Audit Committee of at least two members to provide an audit of the books of the corporation no later than 30 days prior to the installation of new officers each year. The President/Co-Presidents, Vice President, and Treasurer shall not be members of the Audit Committee.

**SECTION 6.1.** Other audits may be conducted at the request of any members after a majority vote of the membership at any meeting. The Board of Directors shall appoint a special Audit Committee for any such other audit according to Article VII Section 6, to be completed within 30 calendar days.

**SECTION 7.** The Treasurer shall not be involved in the direct receipt of money at any fundraising event. Members of the respective committees shall collect all monies, and the Treasurer shall issue a numbered receipt when funds are transferred to him or her. A copy of these receipts shall remain a part of the permanent record.

**SECTION 8.** In the event of dissolution of the Greenwave Band Booster organization, any and all monies in the treasury shall become the property of the Band, to be handled through the school's General Fund. In the event the school is no longer recognized as tax exempt under Section 501c (3) of the Internal Revenue Code, then all assets remaining after payment of all debts and liabilities of the organized shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501c (3) of the Internal Revenue Code.

**SECTION 9.** No member shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent them from receiving reimbursement for approved expenses.

## **ARTICLE VIII - COMMITTEES**

**SECTION 1.** The President/Co-Presidents shall appoint a chairperson to the following standing committees at or before the first regular meeting of the school year: Fundraising, Publicity, Uniform, Membership, Road Equipment, and Chaperone. In addition, the President may appoint a Parliamentarian who mayor may not be a member of the organization.

**SECTION 2.** Special committees shall be as determined by the President/Co-Presidents.

**SECTION 3.** Duties and guidelines for all committees shall be as implied by their titles, or as determined by the President/Co-Presidents.

**SECTION 4.** The *Fundraising Committee* shall be responsible for planning moneymaking projects and working out details, etc., and presenting projects to the Board of Directors for approval. The Fundraising committee shall meet on a regular basis as called by the committee chairperson. The chairperson of this committee shall have the right to appoint sub-committees to handle special events and special fundraisers under the direction of the committee chairperson. The Fundraising committee may authorize start-up expenditures not to exceed \$25 per fundraiser to be paid out of the fund raiser's gross proceeds. Fundraising projects requiring less than \$25 in start-up expenditures do not require prior approval by the Board of Directors.

**SECTION 5.** The *Publicity Committee* shall be responsible for notifying the media of Music Ensemble activities and to get publicity for fundraising projects and/or Music Ensemble events as they occur. The Publicity committee may assist the President/Co-Presidents and Secretary in the preparation of newsletters.

**SECTION 6.** The *Uniform Committee* shall be responsible for issuing uniforms and collecting uniforms at each Music Ensemble event, maintenance and repair, including periodic dry cleaning of uniforms during the year.

**SECTION 7.** The *Membership Committee* shall be responsible for developing special supporting membership donations, for issuance of membership cards, and for contacting all Music Ensemble parents and extending them an invitation to join. The membership committee shall compile a list of members and addresses for the Secretary.

**SECTION 8.** The *Chaperone Committee* shall be responsible for the assignment of chaperones as needed by the Director of Bands for Music Ensemble activities and as directed or required by Florida Bandmasters Association or the Lee County School Board.

**SECTION 9:** The *Road Equipment Committee* will be responsible for ensuring that all equipment (musical instruments, props, etc.) have a means of transport to any music department event that takes place outside the grounds of Fort Myers High School.

**SECTION 10.** The Parliamentarian shall at all meetings be an advisor to the President on questions of procedure in transacting the business of the corporation legally, efficiently and impartially.

## **ARTICLE IX - MEETINGS**

**SECTION 1.** A minimum of nine consecutive general membership meetings shall be held each school year. All regular meetings shall be held in the Fort Myers High School Band Room and will begin at the scheduled time.

**SECTION 2.** Additional general membership, meetings may be called by the President / Co-Presidents or by petition of 10 or more members to the President/Co-Presidents.

**SECTION 3.** The Board of Directors shall meet prior to all regular meetings.

**SECTION 4.** Ten voting members shall constitute a quorum at any regular membership meeting and a quorum shall constitute a meeting for the purpose of voting on issues.

**SECTION 5.** Meeting times or dates may be changed by decision of the Board of Directors, provided the membership is notified by telephone or in writing a minimum of five days prior to the scheduled meeting.

**SECTION 6.** The May meeting shall be considered the Annual Meeting of the Corporation.

**SECTION 7.** *Veto* - The general membership may veto any decision of the Board of Directors. To enact such a veto shall require the majority vote of two thirds (2/3) of the total membership.

**SECTION 7.1** Any attempt to veto a decision of the Board of Directors must take place within sixty (60) days from the date said decision was rendered by the Board of Directors.

## **ARTICLE X - AMENDMENTS**

**SECTION 1.** The majority of the members present and eligible to vote at any regular or special meeting may amend these by-laws. The membership shall be notified, in writing, of any proposed changes and/or amendments. The notice, mailed at least two weeks in advance of the anticipated meeting to discuss the changes and/or amendments shall include the following:

1. A brief outline of the proposed changes and/or amendments.
2. Where a member can obtain a copy of the proposed changes and/or amendments.
3. Date when the proposed changes and/or amendments will be voted upon.

**SECTION 2.** All amendments shall become effective immediately upon the approval of the membership as set forth in Section 1.

**SECTION 3.** Upon proper adoption of these amended by-laws, all former by-laws shall be null and void.

## **ARTICLE XI: FEDERAL TAX AND FLORIDA CORPORATION COMPLIANCE INFORMATION**

**SECTION 1:** For federal tax purposes, Greenwave Band Boosters, Inc. is organized as a corporation, is classified as a public charity under section 509(a)(2), and is exempt from federal taxation under section 50(c)(3) of the Internal Revenue Code. Our federal tax identification number is 65-0354086. The organization's fiscal year for federal tax purposes is May 1 through April 30. A Form 990 (Return of Organization Exempt from Income Tax) is due each year on September 15, based on current federal tax law, unless otherwise extended by filing Form 8868 (Application for Extension of Time to File an Exempt Organization Return) on or before the original due date of the return.

**SECTION 2:** Greenwave Band Boosters, Inc. is registered as a corporation with the Florida Department of State, Division of Corporations (Document #N15658). The organization is required to file by May 1<sup>st</sup> of each year an Annual Report (currently available online at [www.sunbiz.org](http://www.sunbiz.org)) and to pay the associated corporate registration fee in effect at the time of filing.

**SECTION 3:** As a Florida corporation which solicits public contributions, Greenwave Band Boosters, Inc. is also required to maintain a registration with the Florida Department of Agriculture and Consumer Services due by July 31<sup>st</sup> of each year, and to pay the associated fee as stipulated by the State of Florida. The organization's current DOACS registration number is CH10031.