

PLYMOUTH CANTON MUSIC BOOSTERS BYLAWS

Preamble

The Plymouth Canton Music Boosters was incorporated August 3, 1992 in the State of Michigan as a domestic nonprofit corporation. The Plymouth Canton Music Boosters is a 501(c)(3) tax-exempt organization. The Articles of Incorporation were amended/restated July 1, 2010.

Article I – Name

The name of the corporation is Plymouth Canton Music Boosters (“Music Boosters”)

Article II – Purpose and Objective

Section 1 – Purpose: The purpose of the Music Boosters is to support and promote excellence in the instrumental band and related performing arts programs (“Programs”) at Plymouth Canton Educational Park (“PCEP”).

Section 2 – Objectives: Working cooperatively with Plymouth Canton Community Schools (“PCCS”) and PCEP band directors (“Band Directors”), administrators, staff, community partners and other stakeholders to support our purpose, the objectives of the Music Boosters are (i) to coordinate fundraising efforts to provide resources for the Programs, and (ii) to coordinate and participate in volunteer activities to support the Programs.

Article III – Membership

Section 1 – Categories and Privileges of Membership:

1. **General Members:** Every student enrolled in one or more Programs (“Student(s)”), PCEP staff member, PCEP band alumnus/alumna, as well as community residents and individuals interested in supporting the Purpose and Objectives (see Article II) of the Music Boosters is considered a general member of the Music Boosters (“General Member(s)”). Members are entitled to attend Booster Meetings and volunteer for Booster activities. General community members that have interest in supporting the Music Boosters are able to volunteer for Booster Activities.
2. **Voting Members:** Parents and Legal Guardians of Students are considered voting members of the Music Boosters (“Voting Member(s)”). In addition to the privileges held by General Members, Voting Members may also vote at Booster elections and run for elected office, For purposes of this section, a Student’s household means a Student’s parents, legal guardians and step-parents.

Section 2 – Volunteer Requirements: Before volunteering for any Booster activity, all General and Voting Members must meet any requirements stated in PCCS and/or PCEP policies and Procedures, including without limitation, the Plymouth-Canton Community Schools Booster Handbook (e.g., background checks). Volunteers that are handling financial transactions must be Voting Members as defined above.

Section 3 – Suspension of Membership Privileges: The privileges of membership described above will be suspended automatically in the event a General or Voting Member is (i) delinquent in any of his or her financial obligations to the Music Boosters (e.g., payments for participation fees, required equipment, booster activities, etc.); if behavior is unbecoming of a Voting Member (agitation, abusive, etc.) conduct damaging to the Music Boosters or (ii) subject to legal process that prevents him or her from being in proximity to a school building or function, or any other General or Voting Member. Such automatic suspension will continue until the condition giving rise to the suspension is corrected or no longer exists.

Article IV – Board of Directors

Section 1 – Board Members:

1. Elected Members: The Music Boosters will be governed by a Board of Directors (collectively, “Board,” individually “Board Member”) who will be duly elected by the Voting Members in the manner described in these Bylaws. All positions are eligible to be co-positions with their vote counting as one (1). Members of the same household cannot hold two individual board positions, they may hold co-positions. The Board will be comprised of the following positions:
 - President (requires minimum of one year in program)
 - Vice President
 - Treasurer
 - Assistant Treasurer
 - Secretary
 - Communications Liaison
 - Member Rep/Volunteering
 - Members At Large (2) - Fundraising
2. Ex-Officio Members: In addition to the elected Board Members listed above, the following will be non-voting members of the Board by virtue of their position (“Ex-Officio Members”):
 - PCEP employed Band Directors
 - PCEP Administration Representatives as appointed in accordance with PCCS policies/procedures

Section 2 – Officers: The President, Vice President, Treasurer, Assistant Treasurer and Secretary will be the officers of the Music Boosters and make up the Executive Committee/Board.

Section 3 – Duties of the Board: The Board

1. will conduct the business of the Music Boosters to ensure that the Purpose and Objectives of the Music Boosters are carried out.
2. will adopt policies and procedures as it deems necessary and advisable for conducting the business of the Music Boosters as described in these Bylaws, provided that no policy or procedure may amend or alter the requirements of these Bylaws.

3. will ensure the business of the Music Boosters is carried out in compliance with (i) the Music Boosters Articles of Incorporation and these Bylaws, (ii) all applicable policies and procedures of the PCCS, (iii) all applicable federal, state and local laws and regulations, including without limitation Section 501(c)(3) of the Internal Revenue Code.
4. will conduct the business of the Music Boosters for the benefit of and in the best interests of the Students
5. will establish an annual budget and administer the budget in accordance with these Bylaws and the policies and procedures of the Music Boosters.
6. except as otherwise stated in these Bylaws, elected Board Members are expected to attend at least 75% of regular and special meetings of the Board and the Music Boosters. Failure to meet this attendance requirement may result in removal from the Board in the manner described in Article V. In addition, Board Members are expected to participate in Music Booster-sponsored activities

Section 4 - Limitations of Authority: Board Members will have only the authority that is designated to them in these Bylaws. No Board Members will have the authority to bind the Music Boosters to any legal obligation except as provided in these Bylaws.

Article V – Elections and Terms of Office

Section 1 – Election of Board Members:

1. Board Members will be elected annually to align with the fiscal year and each Board Position term will be one year.
2. The Nominating Committee will present to the Voting Members a slate of candidates for each position to be elected in accordance with these Bylaws at least ten (10) days prior to the Annual Meeting.

Section 2 - Election Procedures:

1. The Nominating Committee will determine the method of voting prior to each election. Elections may be conducted via written ballot distributed and collected at the meeting at which the election takes place or via an online ballot distributed and collected electronically on an agreed upon date.
2. Written Ballots will be counted by at least three (3) individuals, determined by the Nominating Committee, whose name does not appear on the ballot.
3. Electronic vote counting is handled by the system used to complete the election and will be validated by two (2) individuals, determined by the Nominating Committee, whose name does not appear on the ballot.
4. Board Members will take office beginning of each fiscal year

Section 3 - Removal of Board Members: Any Board Member may be removed by an affirmative vote of two-thirds of the remaining Board Members, for (i) failure to perform the duties of the position in a timely and appropriate matter; (ii) failure continuously to satisfy the qualifications for membership in the Music Boosters (iii) failure to attend at least 75% of regular and special Board meetings (iv) physical or mental disability that renders the Board Member incapable of performing the essential functions of the position with reasonable accommodation; or (iv) conduct damaging to the Music Boosters, the Programs, Students or PCCS (for example,

without limitation, violating confidentiality requirements of the Board). However, no Board Member may be removed except pursuant to a procedure adopted by the Board that is fair and reasonable and is carried out in good faith.

Section 4 - Resignation of Board Members: Any Board Member may resign from office at any time. Such resignation must be made in writing delivered to an Officer of the Music Boosters and will take effect at the time specified therein. If no time is specified, such resignation will take effect upon delivery of the written notice to an Officer of the Music Boosters. The acceptance of such resignation by the Board is not necessary for it to be effective.

Section 5 - Vacancies in the Board of Directors: Vacancies in the Board will be filled for the remaining term of the vacated position by a majority vote of the remaining Board Members from candidates identified by the Nominating Committee. Current Board Members may be considered for vacant positions other than the one they currently hold.

Article VI – Committees

Section 1 - Standing Committees:

1. The Executive Committee is made up of the Officers of the Board.
2. Nominating Committee:
 - will be comprised of Voting Members
 - the Vice President will ensure there is a nominating committee in place
 - will identify the individuals who will count the ballots at elections if in person
 - will identify the individuals who will validate online voting results
3. Bylaws Committee
 - will be comprised of at least five (5) Voting Members
 - will be convened at least every three (3) years
 - any Voting Member(s) who wish to propose amendments to these Bylaws may notify the Vice President who will notify the Board of the proposal.
4. Finance Committee
 - will be comprised of the Treasurer, the Assistant Treasurer and the President, Band Directors will participate as needed.
 - will formulate a comprehensive annual budget for the Music Boosters and annual budgets for each Program, and will present such budgets to the Board for approval.
 - will develop financial policies and procedures for the Music Boosters and present such policies to the Board for approval.
 - will review all tax documents prior to filing.
 - will ensure that an external independent financial review of the Music Boosters is conducted every three years

Section 3 - Special Committees: The Board may appoint such special committees from time to time as it deems necessary to accomplish the Purpose and Objectives of the Music Boosters. Such special committees (i) will be comprised of Voting Members who have agreed to serve on such committee(s); (ii) will have only the authority that is designated to them by the Board; (iii) will not have the authority to bind the Music Boosters in any legal obligation; (iv) will exist for

such time as is necessary to accomplish the purpose for which the special committee was created; (v) will report regularly to the Board concerning the activities of such special committee.

Article VII - Meetings

Section 1 - Meetings of the Music Boosters:

1. Annual Meeting: The Annual Meeting of the Music Boosters will be held each year once during the fiscal year
2. Additional Meetings: Additional meetings of the Music Boosters will be held according to a schedule determined by the Board. The Board will notify the General and Voting Members of the time and place of any additional meeting(s).
3. Special Meetings: A Special Meeting of the Music Boosters may be called by the Secretary upon the written request of at least fifteen (15) Voting Members. Such requests must state the purpose(s) for the Special Meeting, which must relate to the Purpose and Objectives of the Music Boosters. Such Special Meeting will be held within thirty (30) days of a request meeting these requirements. The Board will notify the General and Voting Members of the time and place of any Special Meeting.
4. Personal Participation: Participation in meetings of the Music Boosters will be in person or online. The Music Boosters will conduct meetings via online, conference telephone or other remote communication when applicable. There will be no proxy or absentee voting.

Section 2 - Meetings of the Board:

1. Regular Meetings of the Board: The Board will meet at least annually. The President may call additional meetings of the Board as he or she deems necessary.
2. Special Meeting of the Board: A Special Meeting of the Board may be called by the Secretary upon the written request of at least three (3) Board Members. Such Special Meeting will be held within seven (7) days of a request meeting these requirements. The Secretary will notify the Board Members of the time and place of any Special Meeting.
3. Participation by Remote Communication: Board Members (including Ex-Officio and Ad Hoc Members) may participate in a meeting of the Board by means of conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under these circumstances constitutes attendance in person at the meeting.
4. Action without Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if before the action, all Board Members consent to the action in writing or by electronic transmission. The written consents will be filed with the minutes of the next Board meeting taking place after the action. Such written consents have the same effect as an action of the Board.

Section 3 - Quorum:

1. Music Boosters Meetings: Forty (40) Voting Members or 50% of the Voting Members, whichever is less, will constitute a quorum for conducting business at Music Boosters meeting.
2. Board Meetings: A majority of the elected Board Members will constitute a quorum for conducting business at Board meetings. Ex-Officio and Ad Hoc Directors will not be counted in determining if a quorum is present.

Article VIII - Amendments to Bylaws

These Bylaws may be amended by a two-thirds ($\frac{2}{3}$) majority vote of the Voting Members present at a Music Boosters meeting at which the voting on bylaw amendments takes place. Proposed bylaw amendments will be presented to the General and Voting Members for consideration at least one (1) Music Boosters meeting prior to the meeting at which voting takes place, but in no event fewer than fourteen (14) days prior to voting.

Article IX - Dissolution of Corporation

Dissolution of the Music Boosters requires a two-thirds ($\frac{2}{3}$) vote of the Voting Members present at a Music Boosters meeting at which voting on the issue takes place. A motion to dissolve the Music Boosters may be considered only after advance notice to the General and Voting Members at least one (1) Music Boosters meeting prior to the meeting at which voting takes place, but in no event fewer than fourteen (14) days prior to voting. Upon dissolution of the Music Boosters, as a non-profit corporation within the State of Michigan, all assets will be donated to the Plymouth-Canton Community Schools.

Article X - Fiscal Policies

Section 1 - Fiscal Year: The fiscal year of the Music Boosters will be from July 1 to June 30.

Section 2 - Authority to Bind the Corporation:

1. Contracts: The President is authorized to execute contracts on behalf of the Music Boosters in accordance with Music Boosters policies and procedures. The Board may authorize other individual(s) to execute contracts on behalf of the Music Boosters in the President's absence.
2. Financial Institutions: The Board is authorized to select such bank(s) or depositor(ies) as it deems proper for the Music Booster funds. The Board will establish a signature authorization policy for signing financial documents.

Section 3 - Accounting: The books and financial records of the Music Boosters will be maintained in accordance with Generally Accepted Accounting Principles in the jurisdiction where the Music Boosters are located.

Section 4 - Compensation and Contracted Personnel: Board Members and other volunteers may not receive compensation, directly or indirectly, for services rendered to the Music Boosters, but may be reimbursed for expenses incurred in accordance with Music Boosters policies and procedures. When authorized by the Board, a person may be reasonably compensated for services rendered to the Music Boosters as an independent contractor. All

independent contractors will be required to enter into a written agreement with the Music Boosters.

Article XI - Indemnification

Section 1 - Indemnification: Each person who is or was a member, Board Member, Officer or committee member of the Music Boosters and each person who serves or served at the request of the Music Boosters as a member, Board Member, officer, partner, employee or agent of any other corporation or organization will be indemnified by the Corporation (“Indemnified Person”) against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in the performance of his or her duties on behalf of the Music Boosters, to the fullest extent permitted by the non-profit corporation laws of the State of Michigan.

Section 2 - Other Agents: The Music Boosters may, by an affirmative vote of the Board, grant indemnification rights to any agent of the Music Boosters to the extent permitted by the laws of the State of Michigan.

Section 3 - Insurance: The Music Boosters will purchase and maintain insurance against any liability asserted against or incurred by any Indemnified Person whether or not the person ultimately is entitled to indemnification pursuant to this Article.

Section 4 - Rights of Indemnified Person(s): The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 5 - Effect of Amendments: No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Person will apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such Indemnified Person.

Article XII - Miscellaneous

Section 1 - Nondiscrimination: The Music Boosters is committed to a policy of non-discrimination on the basis of gender, religion, race, color, national origin or ancestry, disability, age, marital status, gender identity, sexual orientation and/or any other legally protected characteristic in education, employment or any program or activity in which the Music Boosters is involved.

Section 2 - Severability: If any term or provision of these Bylaws is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining portions of these Bylaws will remain in full force and effect.

Section 3 - Time: Throughout these Bylaws, all references to “days” means calendar days.

Adopted October 15, 2019 / Updated per vote on Feb. 2, 2021