

# **By-laws of the Seminole Warhawk Band Aides Boosters, Inc.**

## **As amended June 21, 2022**

### ***ARTICLE I - Name of Organization:***

**Section 1.** The name of this organization shall be Seminole Warhawk Band Aides Boosters, Inc., herein referred to as the SHSBB, which is a 501C(3) non-profit organization.

**Section 2.** The business address will be: 8401 131st Street North, Seminole, FL 33776

### ***ARTICLE II - Objectives and Purpose:***

**Section 1.** The Seminole Warhawk Band Aides Boosters, Inc., has been incorporated as a non-profit corporation for furthering and supporting the band programs at Seminole High School in cooperation with the Band director and Principal of Seminole High School.

The objectives of this corporation shall be:

- to assist the High School Band and Performing (Guard & Percussion) Program (herein referred to as the Band) and the Director with any of their projects;
- to lend financial assistance to the Band for co-curricular and extracurricular needs and activities as voted by the SHSBB
- to promote social and recreational gatherings for its members, their families and friends, toward the end of cementing a good fellowship and a social cooperative spirit in this activity.

**Section 2.** It is understood that the Seminole Warhawk Band Aides Boosters, Inc., cannot commit the Band, its Directors, or the school in any way; nor can the Band Director or the School Administration commit the Seminole Warhawk Band Aides Boosters, Inc., in any way.

### ***ARTICLE III- Membership:***

**Section 1.** Membership is open to any parent or guardian of a student active in the Band during the current booster year that has registered with the Seminole High School Band Boosters and registered with the Pinellas County School Board as a volunteer. Each member must complete and register at least 10 volunteer participation hours a year with Seminole High School. Each member shall be a voting member as long as the student remains enrolled in Seminole High School. There can be no more than two voting members per student or family.

The Booster calendar year will run from July 1st through June 30th in alignment with the Boosters fiscal year per the Pinellas County School Board Policy.

**Section 2.** Members shall conduct themselves in a manner consistent with the Seminole Warhawk Band Aides Boosters Code of Ethics and the applicable Policies and By-laws of the

School Board of Pinellas County.

If any member of the Seminole Warhawk Band Aides Boosters is in violation of the Code of Ethics, such a person shall be notified to appear personally before the Board of Directors. This meeting should be conducted as a hearing and held at a designated location not less than thirty days after notification. By a majority vote of all of the Directors present at the meeting, provided there is a quorum present, the membership of such a person in the corporation shall be terminated.

#### ***ARTICLE IV - Officers:***

**Section 1.** The Officers of the Corporation (also known as the Executive Committee) shall be a President, a Vice President, Recording Secretary, Accounts Receivable Treasurer and Accounts Payable Treasurer.

**Section 2.** The Board of Directors (herein referred to as the BOD) shall be composed of the Officers of the Corporation, Corresponding Secretary, Fundraising Officer, Parliamentarian, Special Events Officer, Contracts Officer, and Head Chaperone.

**Section 3.** Election and Terms of Office:

- The Officers and Directors of the corporation shall be elected annually by the members at a regular General Membership meeting. Any Officer or Director shall be a member of SHSBB as defined in Article III, Section 1 of the SHSBB By-laws.
- Election of The BOD of the corporation shall take place during the April General Membership meeting.
- Elections shall be overseen by the Seminole High School Principal or designee or an Election Committee. This committee will be appointed by the SHSBB President and consist of 4 members who are not running for office. The Election Committee will be responsible for tallying the election results.
- Nominations will take place at the February General Membership meeting. Members not nominated at the February meeting will be allowed to submit his or her name in writing to the BOD prior to the BOD March meeting. In the event there are no nominations for a specific position, nominations may be taken from the floor at the April meeting prior to the vote.
- In the event there is more than one nominee for any Office voting shall take place by written ballot. In the event only one nominee has been presented for each Office it shall be in order to make a motion for acceptance of the slate. Officers are elected by a simple majority of the active members present and voting in the April meeting.
- The Officers and Directors of the corporation shall not serve more than two consecutive years in the same position.
- Terms for officers and committees shall be for the fiscal year. The Officers elect may openly meet and organize for the upcoming year.

- No more than one member of an immediate family may serve on the Board of Directors.
- Officers vacancies occurring during the year shall be filled by normal election procedure, with the BOD being responsible for nominations.

**Section 4. Removal of Board of Directors Members:**

- Any member of the Board of Directors may be removed from office with or without cause by a majority of all votes of the members. The notice of a meeting of the members, to recall a member or members of the Board of Directors, shall state in writing the specific Board of Directors member or members sought to be removed.
- The proposed removal of a Board of Directors member at a meeting shall require a separate vote for each Board of Directors member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board of Directors member to be removed.
- Vacancies created by the removal process shall be filled according to procedures outlined Article IV, Section 3.
- Any Board of Directors member who is removed from the Board of Directors shall not be eligible to stand for reelection until the next annual meeting at which officers are elected.
- Failure to attend two consecutive, regularly scheduled meetings, without a valid excuse shall constitute cause for removal of a Board of Directors member. The officer may be removed only if a majority of the Executive Committee members, then in office, vote for the removal.
- Any Board of Directors member removed from office shall turn over to the Executive Committee within 72 hours any and all records of the corporation in his or her possession.
- An Executive Committee member who moves out of the area or whose child is no longer a member of the Band is not eligible to serve on the Board of Directors per Article IV, Section 3 of the SHSBB By-laws.

***ARTICLE V. - Powers and Duties of Officers:***

**Section 1.** The BOD shall have the power to act on and implement all matters and motions approved at general meetings.

**Section 2.** The BOD shall have the authority to transact any necessary business between meetings of the corporation, and shall direct the filing of the Annual Corporate Report to the Florida Department of State.

**Section 3.** The BOD shall be responsible for making complete, accurate and up to date reports at all meetings as to their decisions, actions and goals of the membership.

**Section 4.** The BOD shall be responsible for the formulation and updating of the calendar of

events.

**Section 5.** The BOD shall work with the band director to prepare the annual budget for each group. Said budgets shall be submitted to the general membership for approval prior to any expenditure being made.

**Section 6.** The President shall preside at all meetings of the organization, the Board of Directors, and shall be ex officio a member of all committees with exception of the Election Committee. The President shall perform such other duties as may be prescribed in these by-laws or assigned by the organization or by the Board of Directors, and shall coordinate the work of the officers and committees of the organization in order that the Objects may be promoted.

**Section 7.** The Vice President / Travel Chair shall act as aid to the President and shall perform the duties of the President in the absence or inability of that officer to act. The Vice President shall oversee all travel arrangements for the band.

**Section 8.** The Recording Secretary shall record the minutes of all meetings of the organization and of the BOD and the attendance thereof.

**Section 9.** The Accounts Receivable Treasurer shall be the custodian of all funds of the organization and shall keep a full and accurate account of receipts. The Accounts Receivable Treasurer shall work closely with the Accounts Payable Treasurer at all times to assure proper spending of the budget. The Accounts Receivable Treasurer shall, in conjunction with Accounts Payable Treasurer, be responsible for preparing income tax data to submit directly to the Internal Revenue Service (IRS) or to a CPA firm for submission to the IRS. He or she, in conjunction with Accounts Payable Treasurer, will be responsible for filing the corporation's taxes on time and acquiring a yearly independent review by a CPA firm. A copy of this review shall be provided to the Seminole High School Principal or designee at the end of the Pinellas County Schools fiscal year.

**Section 10.** The Accounts Payable Treasurer shall be responsible for keeping current and accurate records of expenditures for the corporation. He or she will issue purchase orders for budgeted items and shall work closely with the Accounts Receivable Treasurer at all times to assure proper spending of the budget. The Accounts Payable Treasurer shall, in conjunction with Accounts Receivable Treasurer, be responsible for filing the corporation's taxes on time and acquiring a yearly independent review. The Accounts Payable Treasurer shall, in conjunction with Accounts Receivable Treasurer, be responsible for preparing income tax data to submit directly to the Internal Revenue Service (IRS) or to a CPA firm for submission to the IRS. This position is responsible for providing a financial statement at all meetings of the organization. Any disbursements made shall be made by check with any two signatures of the following three officers: Treasurer, President, and Vice President.

**Section 11.** The Corresponding Secretary shall be responsible for all general correspondence and shall keep a current list of names and addresses of all members of the BOD. The Corresponding Secretary shall distribute emails, web site information, and phone tree information.

**Section 12.** The Fundraising Officer shall be responsible for the supervision of all fundraising activities. This person shall have the power to create all committees needed to assist in these activities.

**Section 13.** The Parliamentarian shall be responsible for setting up meeting sites as well as overseeing the orderly transaction of business and resolving questions of procedure, and keeping the by-laws up to date.

**Section 14.** Special Events Officer shall be responsible for the organization of all special events, including but not limited to Seminole Sound. He or she shall have the power to create committees necessary to conduct all special events.

**Section 15.** Contracts Officer shall be responsible for working with the band director on the preparation and implementation of employment contracts with the instructional staff in accordance with the approved budget. This includes but is not limited to the filing of all appropriate IRS forms for said employees.

**Section 16.** The Head Chaperone shall be responsible for all permission slips, creating contact lists of students and chaperones for all off campus trips for the band program. Coordinates collection of donations of food, water and snacks as needed. Maintains medical bag supplies and prescribed medications for students during travel. Also responsible for bus to bus communication of all details during the trip and will designate 1 (one) chaperone per bus as the lead chaperone. Responsible for communication of standards for behavior and conduct to chaperones before and during each trip. For overnight trips the Head Chaperone will work in conjunction with the VP of Travel for coordinating student and chaperone room assignments.

#### ***ARTICLE VI - Liabilities of Officers and Members:***

**Section 1.** Florida statutes provide "Limited Liability" for organization members under Title XXXVI Chapter 617.0604. A member of a corporation is not, as such, personally liable for any act, debt, liability, or obligation of the corporation. However; under Title XXXVI Chapter 617.0834 officers will not be personally liable for money damages unless they breach or fail to perform their duties, and this breach or failure to perform amounts to one of the following:

- A violation of criminal law, or
- The board member received improper personal benefit, or
- The breach or failure to perform the duty was done recklessly" (i.. with conscious disregard of a known risk) or done in bad faith" or done pursuant to a malicious purpose, or done in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### ***ARTICLE VII- Meetings:***

**Section 1.** Boards of Directors meetings are normally held on the second Tuesday of each month. Meetings of the general membership are normally held on the third Tuesday on each month. Additional meetings of the corporation can be added and may be called by the BOD as

necessary.

**Section 2.** A Quorum consists of 15 (fifteen) members for any general membership meeting. A Quorum consists of 8 (eight) of the 11 (eleven) officers at any Board of Directors meeting. Without a quorum no votes can be conducted and only general discussions may occur. Minutes from a canceled meeting would only indicate that the meeting was canceled due to absence of a quorum.

**Section 3.** Members of the Seminole Warhawk Band Aides Boosters are requested to attend a minimum of 75% of all general membership meetings.

**Section 4.** The President may call a special meeting of all members entitled to vote. Written notice of the special meeting stating the place, day and hour may be emailed or mailed to members not less than (7) seven days or more than forty-five (45) days prior to the meeting date. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for such meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

**Section 5.** Questions, requests or complaints must be submitted in writing or by email and must contain the person's name, date and address. Any anonymous questions, requests or complaints submitted will not be addressed. Properly submitted questions, requests or complaints will be placed on the agenda for review at the next board meeting.

#### ***ARTICLE VIII-Disbursements:***

**Section 1.** Expenditures, other than normal recurring budgeted operating expenses, up to one hundred dollars (\$100) may be expended with the approval of the Treasurer.

**Section 2.** Expenditures, other than normal recurring budgeted operating expenses, between one hundred dollars (\$100) and one thousand dollars (\$1000) shall be approved by the Executive Committee.

**Section 3.** All expenditures exceeding one thousand dollars (\$1000) shall be presented to the General membership for approval. A majority vote of the members present constitutes approval.

**Section 4.** Normal recurring budgeted expenses that exceed budget (budget line items) shall be approved in accordance with Article VIII, Section 1, 2, and 3.

**Section 5.** The Executive Committee will assure the following records are available for inspection upon request: monthly profit and loss statements, bank statements and budgetary items. SHSBB will not disseminate personally identifiable information about volunteers or students without the consent of that individual unless the disclosure is pursuant to exceptions provided by the Privacy Act of 1974.

Inquiries for review of the available records must be submitted in writing or by email and must contain the persons name, date and address. Only properly submitted inquiries will be

addressed.

SHSBB does not allow copies to be made of any information available for review.

***ARTICLE IX - Parliamentary Authority:***

**Section 1.** Robert's Rules of Order, Newly Revised shall govern all proceedings of this corporation unless stated herein.

***ARTICLE X - Amendment Procedure:***

**Section 1.** The by-laws may be amended or modified by  $\frac{2}{3}$  (two thirds) vote of the membership present at any regular meeting of the organization. The general membership must be notified of the proposed change by mail, email, or phone tree at least ten days prior to the date of the meeting or at the previous membership meeting. Revised By-laws may not conflict with the Article of Incorporation.

**Section 2.** Approved amendments are effective immediately unless otherwise stated in the amendment.

***ARTICLE XI - Dissolution:***

**Section 1.** In accordance with Florida Statute, Title XXXVI Chapter 617.1402: The Board of Directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a General or Special meeting of members entitled to vote. Written notice stating that the purpose or one of the purposes, of such meeting, is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting. A resolution to dissolve the corporation shall be adopted by a majority vote of members present and voting.

**Section 2.** Upon the dissolution of the organization, the General members may by  $\frac{2}{3}$  (two thirds) vote of the members present and voting (rules for a quorum stated in Article VII, Section 2 apply), distribute the assets of the Organization to Seminole High School, Seminole, Florida, or another 501c(3) organization at a Regularly Scheduled General meeting or Special meeting. If no quorum is met, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.