

# **By-Laws**

## **Instrumental Music Division Booster Club, Inc. (IMDBC)**

### **Article I: Name and Purpose**

The name of this organization shall be the Instrumental Music Division Booster Club, Inc., hereinafter referred to as the IMDBC or the Corporation.

The purpose for which the IMDBC is organized is to enhance the educational experience and provide additional educational opportunities to any and all students in the Instrumental Music Division of the New World School of the Arts High School (NWSA), a Miami-Dade County, Florida, public school, through fundraising activities and volunteer services.

IMDBC is an organization financially independent from NWSA, and will conduct its activities separate from school-sponsored activities, as described in Section IV - Chapter 12-PTA/Booster Club Activities of the M-DCPS Manual of Internal Funds Accounting

### **Article II: Membership**

Any parent or guardian of a NWSA Instrumental Music Division student, and/or any adult community member who is interested in supporting the Instrumental Music Division of NWSA may become a member of the organization, and may attend the annual general meeting.

Membership for parents or guardians is automatic. A voluntary donation is suggested but not mandatory.

The total of members will constitute the General Members Assembly.

### **Article III: General Membership and Executive Board**

**Section 3.1:** In accordance with Miami-Dade Public Schools policy, the members will meet at least once annually at the premises of the New World School of the Arts High School to elect the Executive Board (the Board) and to be presented with a proposal for yearly activities and financial reports. The members of such Executive Board shall be elected by an affirmative vote of a majority of the membership.

**Section 3.2:** Nominations for the organization's Executive Board will be made from the floor annually at the General Membership Meeting in April of each year. The notice of meeting will be posted at least 15 calendar days prior to the election, and will provide the time, date, and place of the election

**Section 3.3:** Except as may be otherwise provided by law or the articles of incorporation, all corporate powers shall be exercised by, or under the authority of a Board of Executive Board (the Board).

The Board shall consist of five (5) Executive Board: President, Vice President of Communications, Vice President of Membership, Treasurer and Secretary.

This number may be increased or decreased by amendment of these By-Laws by unanimous consent of the current board.

The Board will meet on the first (1<sup>st</sup>) Thursday of every month. The Executive Board elected at the annual general membership meeting shall hold office for one term, which is (one school year) from June to May. The Executive Board could be re-elected up to two consecutive terms on the same position or up to four non-consecutive terms in different positions.

The Executive Board shall receive no compensation for services rendered to the Corporation for any reason. The work of the Executive Board shall always be voluntary.

The Executive Board shall not be personally liable for the debts, liabilities, and/or obligations of the Corporation.

**Section 3.4:** Any officer could be removed from a position at any time if the duties for which that Board Member was elected are not been performed, by not reporting actions or by inappropriate actions that hurt the image of the organization. Upon suggestion from the Board and subject to approval by the majority of the general membership, a new board member shall be elected.

Vacancy on an Executive Board position, shall be announced to the general membership, within a week of resignation or removal of such Board Member and a general membership meeting should be called by the Board to elect by majority of vote the member for the vacant position.

**Section 3.5:** At all meetings of the Board a presence of at least three (3) Executive Board is necessary and sufficient to constitute a quorum.

#### **Article IV: Executive Board and Committees**

For the purpose of effective functioning of the IMDBC, the Board shall appoint Executive Board of the Corporation and define their responsibilities and roles. It shall be the duty of all members of the Board to ensure the Organization and its members comply with all guidelines for Booster Clubs from Miami-Dade County Public Schools affecting the operation of the Organization and also must comply with M-DCPS Manual of Internal Fund accounting for Elementary and Secondary Schools, Section IV, Chapter 12 – PTA/Booster Club Activities.

**Section 4.1:** The President shall preside all meeting of the membership and Board, will represent IMDBC at all participating events; will call and commence the meetings, would write letters expressing the opinion and agreements of the Board and will disseminate the information to the Principal and the Dean of Music of NWSA High School and will be the liaison with the School Administration, Faculty and other institutions and perform such general functions as may be necessary.

**Section 4.2:** The Vice President of Membership shall assist the President will be in charge of recruiting new members; sending out membership forms; organizing all membership drives and events for that purpose; keeping rolls and roster, and addresses and phone numbers of the members; collecting monies for membership; chairing the committee for chaperones or volunteers. The VP should assist with the duties of the VP of Communications.

**Section 4.3:** The Vice President of Communications shall assist the President and assume the duties of the President in his/her absence; will oversee the website, will keep it up-to-date and will be in charge of all communications between the Board and the general members. The VP should assist with the duties of the VP of Membership.

**Section 4.4:** The Treasurer is required to prepare and use budgets as a financial management tool. Such budgets should be presented to the Board for review. The Treasurer will keep an account of all funds donated or raised through activities of IMDBC and will keep an updated balance of income and expenses to be reported monthly to the Board and annually to the General Membership, will fill financial reports and all tax forms and returns.

**Section 4.5:** The Secretary will serve as Chairperson of the Board, shall record the minutes of all General Membership and Board Meetings; notify all members of special meetings and have custody of the organization records. The Secretary will prepare and distribute in advance agenda and minutes of such meeting described above; will be responsible to ensure copies of the minutes for each meeting; govern, when not provided for otherwise, in these By-Laws, by the last edition of "Robert Rules of Order".

**Section 4.6:** A Recording Secretary will be elected in order to take notes and keep the minutes of all Board and General Meetings.

**Section 4.7:** A Member at Large will be elected to fill in the absence to any of the officers and help with the duties of such officer if needed or any other who requires help.

**Section 4.8:** The Board may form and appoint individuals to special committees, when appropriate and needed. Such committees shall be comprised by no less than two (2). These individuals shall be entitled but not obligated to attend the Board meetings to make proposals or to report on activities. Committees may nominate a Chair Person to represent them at the Board meetings.

## **Article V: Corporate Procedures**

No Officer or Committee Chair or Member will receive compensation. Reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts accompanied by proper and accurate receipts and prior approval from the Board.

All Executive Board and Committee Members shall be free from conflict of interest.

### **Section 5.1: Fund Collection**

- a) The IMDBC shall maintain a checking account under the name of Instrumental Music Division Booster Club Inc.
- b) At least three (3) Executive Board shall register as signatories on checks issued by the IMDBC. One shall be the Treasurer.
- c) Every check shall require two signatures. One shall be the Treasurer's.
- d) All contributions in the form of checks or cash shall be deposited in the IMDBC checking account, within 24 hrs. of receipt.
- e) All contributions of goods and/or services shall be recorded by the President, or by a designated member of the Board.
- f) A written receipt and/or letter of acknowledgement for their contributions shall be provided to donors.
- g) Money and other property contributed to the Corporation in furtherance of the Corporation's mission are and shall not be earmarked for a specific student.

### **Section 5.2: Fund dispersal**

- a) Request for funds up may be submitted in writing by any NWSA Instrumental Music faculty member and may be authorized by the majority of the Board.
- b) All distributions shall be documented by receipts for the purchase of goods or rendered services paid for by such distribution.
- c) The Board may require more than two quotes for similar services before approving a distribution or dispersal.

### **Section 5.3: Fund distributions**

Fund distributions may be designated for (but shall not be limited to the following purposes:

- a) Payment of expenses for participating students in activities that would enrich the music curriculum.

## **Article VI: Indemnification**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer or employee is entitled.

## **Article VII: Tax Exempt**

This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of 501 (c)(3) of the Internal Revenue Code.

The State of Florida tax exemption status shall only benefit the purposes and mission of the organization.

## **Article VIII: Dissolution of Organization**

Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the Corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501 (c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

In case of dissolution of the IMDBC, all property of the Corporation remains impressed with the purposes under which it was collected, and as herein described, and shall be dispersed with the advice and consent of the Principal or the Dean of Music of the New World School of the Arts High School.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, officer, employee or other individual, partnership, estate, trust or Corporation having a personal or private interest in the Corporation.

## **Article IX: Insurance**

The IMDBC will maintain the type of insurance determined to be necessary by the M-DCPS. The Organization will conduct only low-risk activities, fundraisers and parties.

**Article X: Political Neutrality**

No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this organization shall not intervene (including the publishing or distributing of statements) in any political campaign on behalf or in opposition of any candidate for public office.

**Article XI: Amendment of By-Laws**

Except in the cases otherwise provided for herein, the By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds majority of the full board after written notice and the text of the propose change are sent to the Board members no less than fifteen days in advance of action.

A General Membership Assembly Meeting shall be called in order to vote and approve any amendments to these By-Laws. Approval should be by simple majority. No quorum is required.