

**BYLAWS OF THE  
PALMETTO RIDGE HIGH SCHOOL ORCHESTRA  
AND CHOIR BOOSTERS, INC. A NON-PROFIT  
CORPORATION**

**ARTICLE I. NAME OF ORGANIZATION**

**Section 1: Name**

The name of the corporation is Palmetto Ridge High School Orchestra and Choir Boosters, inc. (hereinafter referred to as "Orchestra/Choir Boosters").

**Section 2: Location**

The principal office of the corporation in the State of Florida shall be located in Collier County. The corporation may have such other offices, either within or without the State of Florida, as the members may designate or as the business of the corporation may require from time to time.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Orchestra/Choir Boosters shall be nonpartisan, nonsectarian, and nondiscriminatory.

**Section 2. Specific Purpose**

- a. The Orchestra/Choir Boosters has been incorporated as a non-profit corporation dedicated to the promotion, and general welfare of the orchestra and choir members as well as encourages fellowship of all orchestra and choir parents.
- b. This corporation shall assist the orchestra/choir director and school administration in reaching the orchestra and choir programs goals including providing an enriching music program. It shall provide financial support to the orchestra and choir programs and aide with all orchestra and choir activities to make the program run as effectively as possible.
- c. Orchestra/Choir Boosters shall promote harmony and efficiency in the organization. In addition, the Orchestra/Choir Booster board members, Orchestra/Choir families, Orchestra/Choir students, and Orchestra/Choir director will exhibit positive characteristics and encourage high ethical standards.
- d. This corporation shall create closer coordination and working relationship with the Orchestra/Choir director, the Orchestra/Choir members, Orchestra/Choir parents, school officials, community and persons that share a mutual interest in the school's Orchestra/Choir program.
- e. Orchestra/Choir Boosters shall promote music culture in the community by fostering attendance and public support at all activities; thereby rendering moral support to the students.
- f. Notwithstanding any other provision of the articles, this organization shall not carry on activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

Membership is open to anyone interested in promoting the goals of the band. Booster members neither pay a fee nor gain voting privileges. Ex Officio members shall include the Orchestra/Choir Director(s). Ex Officio members shall serve in an advisory capacity, without vote in general membership meetings.

**Section 2. Annual Dues**

No annual dues will be assessed individuals interested in being a booster member.

### **Section 3. Rights of Members**

Any member has the right to file a grievance by making such complaint in writing and submitting it to the Executive Board, and Orchestra/Choir Director. The Orchestra/Choir Director will decide as to whether the complaint has merit and should be pursued or dismissed.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings will be held on the last Tuesday of the month unless otherwise changed by the executive board. Meeting dates will be provided to the membership via email and on the Orchestra & Choir calendar on the orchestra and choir website: [www.prhsorchestrachoir.org](http://www.prhsorchestrachoir.org).

### **Section 2. Annual Meetings**

The annual meeting of the members shall be held in the month of May on the last Tuesday. At the annual meeting, the members shall elect Board and officers, receive reports on the activities of the association, and determine the direction of the organization for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the President or Executive Committee. A petition signed by five percent (5%) of voting members may also call a special meeting.

## **ARTICLE V. EXECUTIVE BOARD**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Executive Board. The Executive Board shall have control of and be responsible for the management of the affairs and property of the Corporation. The Executive Board shall include the elected board members (which are the president, vice president, and treasurer), and the Orchestra/Choir director.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of members of the council shall be fixed from time-to-time by the Executive Board but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the Executive Director, the President, the Vice-President, Treasurer, and any appointed chairperson of a committee.

All members of the Executive Board must be approved by a majority vote of the members present and voting. No vote for new members of the Executive Board shall be held unless a quorum of the Executive Board is present as provided in Section 6 of this Article.

Each member of the Executive Board shall be a member of the Corporation, serving a one-year term.

Newly elected members of the Executive Board shall begin shadowing the existing officers to participate in any decision-making process regarding issues for the next school year. Newly elected members shall begin duty immediately following graduation, except the Treasurer, who will start July 1 or following the financial review of the records, whichever is later.

Each member of the Executive Board shall attend at least nine (9) monthly meetings of the Board per year. If a member of the Executive Board is unable to perform duties of the office for a period of three (3) successive months or is absent from two (2) monthly meetings, except in an emergency, the member will forfeit the office.

### **Section 3. Regular and Annual Meetings**

Regular meeting of the Executive board shall be determined by the president prior to the general meetings which are held on the last Tuesday of the month. The annual meeting of the Executive Board shall be held in May of each calendar year.

### **Section 4. Special Meetings**

Special meetings of the Executive Board may be called by or at the request of the President or any two members of the Executive Board. Board members will be notified via telephone, text, or email and will have at least 24 hours advance notice. A quorum must be met for this meeting.

### **Section 5. Quorum**

50% plus 1 of the current executive board will constitute a quorum. Quorum must be met to hold any meeting of the executive board.

### **Section 6. Forfeiture**

Any member of the Executive Board who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board.

### **Section 7. Vacancies**

Whenever any vacancy occurs in the Executive Board, it shall be filled without undue delay by a majority vote of the remaining members of the Executive Board at a regular meeting.

### **Section 8. Compensation**

Members of the Executive Board shall not receive any compensation for their services.

### **Section 9. Confidentiality**

The Board shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. The Board shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, the Board may discuss upcoming fundraisers and the purposes and functions of the Corporation, including, but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Executive Board.

### **Section 10. Parliamentary Procedure**

The President shall run the meetings using Robert's Rules of Order.

### **Section 11. Removal.**

Any member of the Executive Board may be removed with or without cause, at any time, by vote of 50% plus 1 or 3 Executive board members, in their judgment, the best interest of the Corporation would be served thereby. Each member of the Executive Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Executive Board shall automatically be removed from office.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Director of Orchestra/Choir, who shall serve in an ex-officio capacity as the Executive Director, President, Vice-President, Treasurer. All officers must have the status of active members of the Board. All officers will serve on the Budget Committee and perform other duties as assigned. All members of the board must obtain Level II Volunteer Status within 30 days of being appointed or elected. Only approved volunteers shall be allowed to assist in activities where students are present.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all Band Booster meetings and meetings of the Executive Committee. The President shall represent the corporation and shall be the official representative of the organization and the general public.
- b. He/She shall have general and active management of the business of this Executive Board. He/She shall sign all necessary documents for the activities or items approved by the Executive Board.
- c. He/She shall read all communications and conduct correspondence of the corporation.
- d. He/She shall have general superintendence and direction of all other officers of this

- corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the members at their annual meeting, and from time to time, shall report to the Executive Board all matters that may affect this program.
  - f. He/She shall be responsible for identifying and training adults to meet district requirements and guidelines for approved volunteer roles and assuring adequate number of chaperones for all events.

## **Section 2. Vice-President**

The Vice-President shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the responsibility of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Board.
- b. He/She shall serve as the Chairperson of the Fundraising Committee.

## **Section 3. Secretary**

The Secretary shall attend all meetings of the Executive Board and the Executive Committee, and all meetings of members, and will act as a clerk thereof assisted by a staff member. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings and to be kept for that purpose.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Executive Board and shall take minutes for the meetings.
- c. He/She shall perform all official correspondence from the Executive Board as may be prescribed by the Executive Board or the President.

## **Section 4. Treasurer**

The Treasurer duties shall be:

- a. He/She shall submit for the approval of all expenditures of funds raised by the Executive Board, proposed capital expenditures (equipment and furniture) by the staff of the agency, assure all expenditures are in accordance with the approved budget or special authorization by the Executive Board, and pay all authorized fees or statements.
- b. The Treasurer shall receive and deposit all Orchestra/Choir Booster funds promptly.
- c. He/She shall present a complete and accurate report of the finances raised by the Orchestra/Choir Boosters at each meeting of the members, or at any other time upon request by the Executive Board. The Treasurer shall keep proper financial records, account for all receipts and disbursements, as well as collect all dues and monies belonging to the corporation.
- d. The Treasurer, Executive Director, President, Vice President, shall be designated as signatories. Two approvals shall be required for all financial transactions, including but not limited to checks, credit card purchases, and electronic transfers. Two signatures are required on all checks.
- e. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and accepted accounting principles. The Orchestra/Choir Booster accounts shall be examined annually by the executive board at the conclusion of each year.
- f. He/She shall ensure all appropriate tax forms are filed annually by the corporation to include Internal Revenue Service 990 form and appropriate schedules, all forms required for the Florida Solicitation of Contributions Act, and all State of Florida Corporation tax and business fees.

## **Section 5. Election of Officers**

Individuals interested in seeking office shall submit their name at the April meeting prior to the annual meeting for the respective offices of the Executive Board. Nominations shall also be received from the floor. The election shall be held at the annual meeting in May of the Orchestra/Choir Boosters.

# **ARTICLE VII. COMMITTEES**

## **Section 1. Committee Formation**

The President may appoint committees. Removal of any committee person shall be by the President with the consent of the Executive Board. The committees shall be established to effectuate the mission of the corporation. Additional committees may be established as deemed appropriate to the Orchestra/Choir Booster mission.

### **Section 2. Volunteer Hours**

All committee chairpersons shall keep a record of volunteer hours accumulated by the members for their committees to be included in the annual accounting. The records must be provided to the Vice-President at a frequency requested by the Vice-President. Only volunteers who have obtained Level II Volunteer status from Collier County School District may be allowed to assist in activities where students are present.

### **Section 3. Chaperone Committee**

The Chaperone Committee Chair will be appointed by the Executive Board. He/She shall ensure there are sufficient qualified volunteers to chaperone all students during all performances, trips. The committee shall be responsible for recruiting and training volunteers. The chairperson shall be responsible for ensuring all volunteers obtain a Level II Volunteer status from Collier County School District prior to being placed with children. Only approved volunteers may be allowed to assist in activities where students are present. Until the volunteer clearance process is complete, the member will not be authorized to aide with the booster club when children are present. Volunteers that have chaperoned prior events will get priority when chaperones are being selected for overnight trips if they wish to do so.

## **ARTICLE VIII. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict-of-interest policy is to protect the Orchestra/Choir Booster's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict-of-interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

#### **a. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or

compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict

of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Board whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into a transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director, the principal officer and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further



charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE X. INDEMNIFICATION**

#### **Section 1. General**

To the full extent authorized under the laws of the State of Florida, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, Board, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Executive Board, or otherwise.

#### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Executive Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

#### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

### **ARTICLE XI. BOOKS AND RECORDS**

Copies of files shall be maintained in the Orchestra/Choir Booster Executive Board Room located in the Palmetto Ridge High School Orchestra/Choir Room.

The fiscal year of the Orchestra/Choir Boosters shall be July 1 through June 30 in accordance with the school year.

The membership records shall not be used for any commercial or political purpose. Student and parent information shall not be sold for any purposes.

Orchestra/Choir Booster minutes are permanent records and will be retained. Financial records will be retained for seven (7) years. Other records should be retained for at least five (5) years.

### **ARTICLE XII. AMENDMENTS**

#### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meetings of the Executive Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Board then in office. All other amendments to the Articles shall require the affirmative vote of an

absolute majority of Board then in office.

## **Section 2. Bylaws**

The Executive Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director at the time, and the manner provided for the giving of notice of meetings of Board.

## **ARTICLE XIII. WAIVER OF NOTICE**

Whenever any notice is required to be given under law or under provisions of the articles of incorporation, or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV. DISSOLUTION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, as dividends or in any other manner, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purpose set forth in the corporation's articles of incorporation. Further, upon dissolution of the corporation, the board of directors shall dispose of all assets of the corporation exclusively of

all liabilities of the corporation, dispose of all assets of the corporation exclusively to one or more organizations and operated exclusively as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

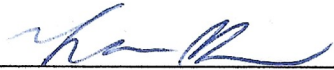
## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the Executive Board of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this corporation.

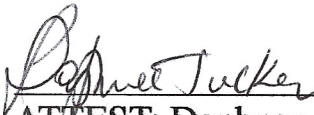
ADOPTED AND APPROVED by the Executive Board on this 18<sup>th</sup> day of August 2019.



**Kristin Prue, President – Palmetto Ridge High School Orchestra and Choir Boosters, Inc.**



**ATTEST: Shawn Bowen, Vice President – Palmetto Ridge High School Orchestra and Choir Boosters, Inc.**



**ATTEST: Daphnee Tucker, Treasurer – Palmetto Ridge High School Orchestra and Choir Boosters, Inc.**