

Established: February 27, 2013

Revised and Approved: November 2015

Revised and Approved: December 14, 2017

Revised and Approved: December 19, 2019

Bylaws of Tuscarora High School Instrumental Music Boosters (THSIMB), Incorporated

ARTICLE I- NAME OF ORGANIZATION

The name of this organization shall be "Tuscarora High School Instrumental Music Boosters, Incorporated." Referred to hereinafter as "THSIMB."

Section 1.1 Purpose/ Vision Statement

THSIMB exists to promote the interests and activities of the Tuscarora High School Instrumental Music programs by providing moral and financial support to the instrumental music program, the corresponding activities, and to support the artistic vision of the Instrumental Music Director.

ARTICLE II- DEFINITIONS

Section 2.1 For all purposes of these Bylaws, unless the context otherwise requires:

- a. "Member" shall mean any adult person who has a student in good standing, per the Instrumental Music Director, in a Tuscarora High School instrumental music program activity and who has applied for membership, and is current on dues and other payments made to THSIMB.
- b. "Program Activity" shall include all marching, jazz, concert, orchestra, and ensemble programs as well as the indoor guard and percussion programs and future programs organized by the Instrumental Music Director.
- c. "Instrumental Music Director/Director" shall mean the director in charge of all activities pertaining to the program activity defined in Article II, Section 2.1.b.
- d. "Board/ Board Member" shall mean the Executive Board of the organization.
- e. "Contractor" shall mean any instructor or show production personnel working under the direction of the Instrumental Music Director.
- f. "Chair" shall mean Committee Chair of the organization to include voted positions (audit, fundraising and membership) and other chair positions established by the board

g. "Student" shall mean any student enrolled in Tuscarora High School instrumental music program activities.

ARTICLE III- CONFLICTS OF INTEREST

Section 3.1 Existence of Conflict, Disclosure.

Directors, board members, chairs, and contractors of THSIMB should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of THSIMB. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, board member, chairs, or contractor competes or appears to compete with the interests of THSIMB. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Section 3.2 Organization.

THSIMB is organized exclusively for charitable and educational purposes including, for such purposes as the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Section 3.3 Financial Consideration.

Financial support is provided through fundraising activities and band fees and dues. No part of the net earnings of THSIMB shall inure to the benefit of, or be distributed to, its members, directors, board members, chairs, or other private persons, except that THSIMB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of Section 501(c)(3) purposes. No substantial part of the activities of THSIMB shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and THSIMB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3.4 Permitted Activities.

Notwithstanding any other provision of these articles, THSIMB shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170c (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3.5 Indemnification.

Every member of the Executive Board of THSIMB may be indemnified by THSIMB against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed actions, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of THSIMB, 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 THSIMB. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board is entitled.

ARTICLE IV- TERM OF MEMBERSHIP AND VOTING RIGHTS

Section 4.1 Term of Membership

The term of membership shall be the 12-month period of June 1st through May 31st during which the student participates in a program activity.

Section 4.2 Voting Rights

Each Member in good standing shall be entitled to cast one (1) vote in connection with any matter placed before the Membership. Votes must be cast in person.

Section 4.3 Dues

Dues shall be determined by the Membership Committee and any issues regarding membership dues shall be resolved by the Membership Committee.

ARTICLE V- EXECUTIVE BOARD MEMBERS

Section 5.1 Members

- a. The Board shall consist of six (6) elected officers of the organization;
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Parliamentarian
 - Revenue Coordinator
- b. Board Members shall not have a common family relationship or a business relationship with any other Board Member. They shall not be a chairperson or co-chairperson of any THSIMB committees but may be members of committees.

Section 5.2 General Powers

The affairs and business of the organization shall be managed by the Board.

Section 5.3 Organization

During each meeting of the Board, the President or, in his/her absence, the Vice President shall preside as chairman. The Secretary or, in his/her absence, a person selected by the chairman of the meeting, shall act as secretary of the meeting. In the absence of the Parliamentarian, a person selected by the chairman of the meeting shall act as parliamentarian of the meeting.

Section 5.4 Minutes

The Secretary shall maintain minutes of each general and special meeting. Following review by each Board Member, but within 60 days of the date of the meeting, the Board shall ratify the minutes and accompanying documents as the official record of the meeting. The minutes shall be retained by the Secretary and made available upon request.

Section 5.5 Executive Quorum

Two thirds or more of the Board Members present shall constitute an executive quorum. The act of a majority of the Board Members present shall be the act of the Board.

Section 5.6 Resignations

Any Board Member may resign at any time by written notice to the President. Acceptance of such resignation shall not be necessary to make it effective.

Section 5.7 Removal of Executive Board Members

Any Board Member may be removed at any time with the following provisions: Members must be given at least 15 days' notice to attend a special meeting to vote on the removal of a Board Member. At the special meeting with the members, quorum will be at least 12 members present (no more than 2 of whom may be members of the current Board). For removal to occur, the motion must receive an affirmative vote of 2/3 (two-thirds) of the members present.

Section 5.8 Vacancies

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the members present during a duly convened meeting of the membership. A vacancy occurring by reason of an increase in the number of Board Members may be filled by the affirmative vote of a majority of the membership voting on such action.

ARTICLE VI- OFFICERS AND DUTIES

Section 6.1 Officers

The elected officers of the organization shall consist of the President, the Vice President, the Secretary, the Treasurer, the Parliamentarian and the Revenue Coordinator.

Section 6.2 President

The President shall preside at all meetings and perform the duties normally associated with that office. He/she shall also serve as an ex-officio member of all committees other than the nominating committee. The President serves as liaison with the Instrumental Music Director and transmits to the Board and THSIMB members all ideas and plans of the Instrumental Music Director for approval. The President shall be able to cast a vote for any matter before the Board only in the case of a tie.

Section 6.3 Vice President

The Vice President shall preside at all meetings and perform the duties normally associated with that

office. In the absence of the President, the Vice President shall assume all the duties of the President and other duties as necessary.

Section 6.4 Secretary

The Secretary shall record minutes of each general and special meeting. He/she shall give notice of all meetings, notify all members of elections, and perform other THSIMB correspondence as necessary.

Section 6.5 Treasurer

The Treasurer shall be responsible for all funds and securities of the organization and, on behalf of the organization, for all banking relationships in accordance with the approved Financial Policies of the organization.

Section 6.6 Parliamentarian

The Parliamentarian shall be responsible for verifying that the actions of the Board during general and special meetings comply with the Bylaws and any policies in use by THSIMB. The Parliamentarian shall also provide guidance regarding the Bylaws and THSIMB policies during general and special meetings and verify outcome of all elections.

Section 6.7 Revenue Coordinator

The Revenue Coordinator is an ex-officio of the Fundraising Committee and shall be responsible for oversight, coordination, and communication of fundraising activities. The Revenue Coordinator shall be responsible for coordinating fundraising activities with other Tuscarora High School boosters and maintaining the schedule/calendar of all fundraisers. In the absence of the Treasurer, he/she will perform the duties of the Treasurer.

ARTICLE VII- ELECTION OF OFFICERS AND TERMS OF OFFICE

Section 7.1 Election of Officers

- a. The Membership Committee (defined in Article VIII, Section 8.2) shall appoint a nominating committee as outlined in Article VIII, Section 8.2b, no later than February 28. This committee shall then work to form a slate of Board Members and standing committee chairs by March 20.
- b. The general election shall take place at a meeting no later than April 30. All members shall be notified of this meeting and its purpose at least 30 days in advance.
- c. At the meeting where the general election is held, the President shall announce the names of the persons nominated by the nominating committee. The election of Board Members and standing committee chairpersons shall then take place at this meeting.
- d. Once a quorum, as described in Article IX, Section 9.4, has been confirmed, all members present and in good standing shall be eligible to vote in the general election. If there is only one nominee for any office, voting for that office, at the discretion of the President, may be by voice vote. If more than one person is nominated for any office, voting for that office shall be by

secret ballot. The chairperson of the nominating committee shall prepare and collect the ballots and the nominating committee members, unless nominated for an open position, shall count the votes. The Parliamentarian shall certify the election results.

- e. In any case where no one nominee receives a simple majority of the votes cast for a particular position, the committee shall issue an additional ballot for that position. Only the two (2) persons who received the highest number of votes on the previous ballot shall be eligible for election on the next ballot.

Section 7.2 Terms of Office

All Board Members and elected chairs shall serve for a term of one (1) year. Their term shall begin on June 1 and shall run through May 31 of the following year. A Board Member may only hold one position on the Executive Board for a period of three consecutive terms. A Board Member may be elected or appointed to a different available position after three years or vacating a position.

ARTICLE VIII- COMMITTEES

Section 8.1 Establishment of Committees

The Executive Board shall recommend and create new committees as needed. Any member in good standing may serve on a committee. There shall be three (3) standing committees: Membership, Audit, and Fundraising. The Board may recommend committee chairs and the recommendations shall be approved by the THSIMB members during a general or special meeting.

Section 8.2 Membership Committee

- a. The Membership Committee shall create and implement programs and events to recruit and retain membership. The committee shall keep records of membership and be able to verify the standing of the members for the purposes of being on a committee or eligibility to vote. An updated membership list will be given to the President before each monthly meeting. Additionally, the committee shall set dues for membership which will be used for the benefit of THSIMB.
- b. The Membership Chair shall recommend a Nominating Committee to the Board no later than February 28. This committee shall then work to form a slate of Board Members and standing committee chairs by March 20. The slate shall be presented to the general membership by the President according to Article VII, Section 7.1.

Section 8.3 Audit Committee

The Audit Committee shall be either an outside individual, or a THSIMB member to chair a committee that will consist of at least three (3) members other than members of the previous Executive Board (excluding the Treasurer), to examine the organization's financial records and transactions made during the preceding fiscal year. In addition, the individual or committee shall be authorized to periodically review selected financial records throughout the year, either at their own discretion or at the request of the Executive Board. The election shall take place prior to the beginning of a new fiscal year (June 1) and will be effective for 15 months. In the event there are two different chairpersons from June through August, the incumbent shall be the lead reviewer or committee chair. This individual or committee shall conduct its examination and provide a written report of its assessment to the Executive Board within 90 days of the end of the fiscal year in accordance with the THSIMB Audit Policy.

Section 8.4 Fundraising Committee

The Fundraising Committee shall investigate and recommend fundraising opportunities to the Board of Directors and implement approved fundraisers. The Fundraising Chairperson shall evaluate each completed fundraiser with the Revenue Coordinator. All monies collected and raised will directly support the instrumental music program.

ARTICLE IX- MEETINGS

Section 9.1 General Meetings

At least seven (7) general meetings of members shall be held between June 1st and May 31st of the following year, at times and places to be determined by the Executive Board or membership. All such meetings shall be announced at least 14 days in advance. A quorum, as described in Article IX, Section 9.4, is required for all election and budget meetings.

Section 9.2 Special Meetings

Special meetings may be called (1) by the President, (2) by petition of no less than five members of the Executive Board, or (3) by petition of no less than 12 members. At least two (2) days' notice must be given before a special meeting may be held.

Section 9.3 Executive Board Meetings

The Executive Board may hold such meetings as it believes necessary or desirable for the carrying out of its duties and responsibilities; however, there will be at least seven (7) meetings held between June 1st and May 31st. These meetings will be held behind closed doors and any issues discussed will remain confidential. Any such meeting shall be called by the President or by not less than four (4) of the Board Members and attendance will be restricted to Board Members and invited guests. Notice of the time and place of each meeting shall be provided to each Board Member at least 24 hours in advance or less due to an emergency.

Section 9.4 Quorum

A quorum shall be no less than seven (7) members for a general meeting, at least five (5) of whom shall be Members in good standing that are not members of the Executive Board.

Section 9.5 Rules of Order

Robert's Rules of Order (new and revised edition) shall be the final authority on Parliamentary Procedures. The Parliamentarian will serve as an advisor on compliance with the rules of order at every meeting.

ARTICLE X- FINANCIAL MATTERS

Section 10.1 Fiscal Management of the Organization

- a. The fiscal year begins June 1 and ends on May 31 of the following year.

- b. All financial transactions shall be recorded by the Treasurer and completed in accordance with the THSIMB Financial Policy. The record of transactions shall be maintained in a THSIMB provided automated system that is approved by the Board.
- c. Records in support of income or deductions on a tax return are to be retained by THSIMB for the three (3) years subsequent to the filing of said return. Documents which are relative to the formation and structure of THSIMB, such as organization filings including articles of incorporation and bylaws, tax exempt status application and letter, should be kept permanently. Other records should be kept in accordance with state and federal guidelines as appropriate.
- d. The Financial Policy shall be regularly reviewed by the Board. The Board may recommend changes to the Financial Policy that shall be voted on during a meeting with the THSIMB members.

Section 10.2 Loans

No loan agreement shall be executed on behalf of the organization without authorization by the membership.

Section 10.3 Dissolution

Upon the dissolution of THSIMB assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal government, to a state or local government, or local FCPS school for a public purpose, as determined by the organization's membership.

ARTICLE XI- AMENDMENTS

Section 11.1 Amendment Procedures

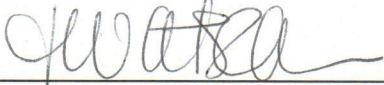
- a. These Articles of Association/Bylaws may be amended or repealed at any general meeting by a quorum of the members present and voting if notice of proposed amendment or new Bylaws is given at least 14 days prior to the meeting at which the membership votes on the amendment.
- b. The Executive Board may recommend a committee, in accordance with Article VIII, Section 8.1, to submit a revised set of Articles of Association/Bylaws as a substitute for the existing articles. The requirements for adoption of a revised set of articles shall be the same as in the case of an amendment.

Section 11.2 Amendment History

New Bylaws Approved by Membership

12/19/2019

Executive Board Approval

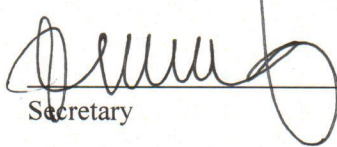


President

12/21/19

Date

I, the undersigned, being the secretary of the organization, hereby certify that the above is a true, complete, and accurate copy of the bylaws adopted by the Board and General Membership.



Secretary

12/19/19

Date