

BYLAWS OF "Caledonia Bands 2000 "

Amended per bylaws 5/2011

ARTICLE 1

SECTION 1.

Classes of Members: There shall be one class of membership in this corporation. See "Definition of Organizational Roles, Expectations, Authority, and Recourse" in ARTICLE X.

SECTION 2.

Qualification for Membership: A "member" or booster in this corporation is a parent of a current or previously enrolled Caledonia band student (required to pay \$0 annual dues) and receives automatic enrollment as a booster. A member may also be an interested party, willing to pay dues, that is not a parent of a current or previous enrolled Caledonia band student (required to pay \$20 per annum). Dues are payable upon becoming a member and thereafter on the first Tuesday of September of each fiscal year. Any member who shall be in arrears in the payment of dues for a period of sixty (60) days shall be considered not in good standing and shall be ineligible to vote at any meeting until all such arrears have been fully paid.

SECTION 3.

Non-Assignability: Membership in this corporation shall not be assignable by any member, nor shall membership in this corporation pass to any personal representative, heir or devisee.

SECTION 4.

Suspension and Expulsion: A member may be suspended or expelled for cause such as violation of any of these Bylaws or any rules of the corporation, or for conduct prejudicial to the best interests of the corporation. Suspension or expulsion shall be by a simple majority vote of a meeting quorum, provided that a statement of the reasons therefore shall have been mailed by first class mail to the member at his last recorded address at least ten (10) days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the membership is to take action. The member shall be given an opportunity to appear and speak in his or her own behalf at the time and place in such notice.

ARTICLE II

SECTION 1.

Dues: The annual dues of each member that is a parent of a current or previously registered Caledonia band student of this corporation shall be \$0. The annual dues of each member that is not a parent of a current or previous Caledonia band student, shall be \$25 per annum. Dues are payable upon becoming a member and thereafter on the first Tuesday of September of each fiscal year. Any member who shall be in arrears in the payment of dues for a period of sixty (60) days shall be considered not in good standing and shall be ineligible to vote at any meeting until all such arrears have been fully paid.

The annual dues of each member of this corporation shall be \$25 per annum. Dues are payable upon becoming a member and thereafter on the first Tuesday of September of each fiscal year. Any member who shall be in arrears in the payment of dues for a period of sixty (60) days shall be considered not in good standing and shall be ineligible to vote at any meeting until all such arrears have been fully paid.

ARTICLE III

Fiscal Year: The fiscal year of this corporation shall commence on the 1st day of January and end on

the 31st day of December.

ARTICLE IV

Compensation of Directors, officers, and Members

No compensation shall be paid to Directors, Officers or members for their services except for reimbursement for actual reasonable and necessary expenses incurred by a director, officer, or member acting in an official capacity .

ARTICLE V

Meetings

Section 1. Time and Place of Meetings: Meetings of the members will be held at the time and place fixed by the Board of Trustees .

Section 2. Annual Meetings: An annual meeting of the members for the purpose of electing Officers and for other purposes shall be held on the second Tuesday of April, or such other time and place set by the Board of Directors, or the President.

Section 3. Regular Meetings: Regular meetings shall be held on the second Tuesday in each month August through June,

Section 4. Special Meetings: Special meetings of members may be called by the Board of Directors or the President, at the date and place specified in the notice of meeting.

Section 5. Notice of Meeting: Written notice of all meetings of members stating the time, place and purposes of the meeting shall be given either personally or by email, fax, or postal mail to each member of record having the right to vote not less than (4) nor more than sixty (60) days prior to the date fixed for the meeting. Notice of any meeting need not be given to any member who signs a waiver of notice before or after the meeting. Attendance of a member at a meeting constitutes a waiver of notice, except when the member protests at the beginning of the meeting that the meeting is not lawfully called or convened.

Section 6. Quorum: A quorum at all meetings shall consist of at least six (6) members in good standing. If a quorum is not present, the members present by majority vote may adjourn the meeting. A withdrawal of members to leave less than a quorum will not prohibit the continuation of business.

Section 7. Vote Required: Officers of the corporation shall be elected by a majority of all member votes cast either in person or by proxy. All other actions shall likewise be authorized by a majority of all member votes cast in person or by proxy. Proxies shall be in writing subscribed by the member and shall be presented to the presiding official of the meeting to be qualified.

Section 8. Voting Rights: Each member present in person or by proxy at a meeting of members shall be entitled to one vote except as otherwise provided in Article II.

Section 9. Conduct of Meeting: Meetings of members generally shall follow accepted rule of parliamentary procedure subject to the following:

- a. The President shall have authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.
- b. Except as the President may permit, no matter shall be presented to the meeting which had not been submitted for inclusion in the agenda within ten (10) days after the date of mailing of the notice of the meeting.

Section 10. Action Without a Meeting: Any action may be taken without a meeting, prior to notice or vote, if:

- a. All members entitled to vote thereon consent thereto in writing; or
- b. When authorized by the Articles of Incorporation, a consent thereto in writing is signed by the members having not less than the minimum number of votes which would have been necessary to authorize or take such action at a meeting at which all members entitled to vote were present and voted and prompt notice of the action taken is given to all members who have not consented thereto in writing.

ARTICLE VI

Board of Directors

Section 1. Number of Directors: There shall be seven (7) Directors. The first Board of Directors shall be those elected by the Incorporators. Thereafter, the Board of Directors shall include four (4) elected officers, two (2) members appointed by the outgoing president, and one (1) member appointed by the incoming president. Directors may serve successive terms subject to the limitations on officers identified in Article VII.

Section 2. Vacancies: Director vacancies may be filled by a vote of the majority of those in office.

Section 3. Powers: The property, affairs, activities and concerns of the corporation shall be vested in a Board of Directors who may exercise all of the powers of the corporation including, but not by way of limitation, the authority to borrow money and to issue notes and other evidence of indebtedness of the corporation for repayment thereof, together with the authority to mortgage or pledge the real or personal property of the corporation as security therefor, except such powers as are by law, by the Articles of Incorporation, or by these Bylaws, expressly conferred upon or reserved to the members.

Section 4. Resignation and Removal: A Director may resign at any time by written notice to the corporation. A Director may be removed with or without cause by a vote of the majority of the members entitled to vote at any regular or special meeting, except as provided by law.

Section 5. Annual Meeting: A meeting of each newly formed Board of Directors shall be held immediately following the annual meeting of the members and no notice shall be required.

Section 6. Special Meeting: A special meeting may be called either by the President or any Director by giving two (2) days written notice to each Director.

Section 7. Quorum: A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of those Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as provided by law or by the Articles of Incorporation.

Section 8. Action Without a Meeting: Unless otherwise restricted by the Articles of Incorporation, any action may be taken without a meeting, prior notice or vote, if a written consent is signed by all members of the Board of Trustees Directors.

Section 9. Waiver of Notice of Meeting: Notice of any meeting of the Board of Directors need not be given to any person who signs a waiver of notice before or after the meeting. Attendance of a Director at a meeting of the Board of Directors constitutes a waiver of notice of such meeting, except when the person protests at the beginning of the meeting that the meeting is not lawfully called or convened.

ARTICLE VII

Officers

Section 1. Appointment: The corporate officers, which shall include one member for each of the following positions: President, Vice President, Secretary and Treasurer, shall be elected as defined in Article V, Section 7.

Section 2. Resignation and Removal: An officer may resign at any time by written notice to the corporation. An officer may be removed with or without cause by a majority vote of the Board of Directors, except as provided by law.

Section 3. President: The President shall preside at all meetings of Directors and/or members. The President shall have such other duties and powers as may be given him by the Board of Directors. Subject to the direction and control of the Board of Directors, the President shall have the authority over general policy and affairs of the corporation and shall have the general control and management of the affairs of the corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties necessary or appropriate to his office. The President shall sign and execute all deeds, agreements and other formal documents in the name of the corporation. The President shall serve for a term of one (1) year and may serve successive terms.

Section 4. Vice President: The Vice President shall have such title and perform such duties assigned by the President or the Board of Directors. In the President's absence, the Vice President shall perform the duties of the President. The Vice President shall serve a term of one (1) year and may not serve successive terms.

Section 5. Secretary: The Secretary shall maintain the minutes of all meetings of the Board of Directors and of the members, record attendance at meetings, and shall perform such duties assigned by the President or the Board of Directors. The Secretary shall serve a term of one (1) year and may serve successive terms.

Section 6. Treasurer: The Treasurer shall collect all membership dues, have custody of the corporate funds, keep full and accurate accounting records for the corporation, and shall deposit all funds to the credit of the corporation in such depositories as may be designated by the Board of Directors. The funds, books and vouchers in the Treasurer's hands at all times shall be under the supervision of the Directors and subject at any time to their inspection. The Treasurer shall render such statements of his accounts as may be required by the Board of Directors. At the expiration of his term of office, he shall deliver all books, moneys, and other property, to his successor, or, in the absence of the treasurer-elect, to the President. The Treasurer shall be responsible for all matters requiring communication with federal, state and local governmental authorities. The Treasurer shall serve a term of one (1) year and may serve only one consecutive successive terms.

Section 7. Bond of Treasurer: The Treasurer shall, if required by a majority of the Board of Directors, give to the corporation such security for the faithful discharge of his duties as the Board may direct.

ARTICLE VIII

This corporation may be dissolved at any time by BOTH (1) a vote of two-thirds (2/3) of the members present at a meeting of the members called for that purpose AND (2) a vote of two-thirds (2/3) of the Board of Directors at the same meeting. Notice of such meeting shall be mailed to the last recorded address of each member along with the place, date and time of such meeting no less than twenty (20) days prior to the meeting. If the requisite number of members and Directors vote to dissolve the corporation, then all of the assets of this corporation, including all accumulated income, shall be distributed and paid over to such other charitable organization or organizations as the Board of Directors, or in default of designation by the

Directors, the Circuit Court for the County of Kent, Michigan, shall designate as best accomplishing the purposes for which this corporation was formed, always provided, however, that such organizations receiving such assets shall be qualified as tax-exempt under Section 501(c) (3) of the federal Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law. After such assets shall have been distributed, the corporation shall be dissolved.

ARTICLE IX

Amendments

These Bylaws may be amended by a majority vote at any meeting of the members or the Board of Directors at which there is a quorum providing that prior notice of the proposed amendments and place, date and time of the meeting at which such proposed action is to be taken is mailed to the last recorded address of each member or Director at least twenty (20) days prior to such meeting.

ARTICLE X

Definition of Organization Roles, Expectations, Authority & Recourse,

Board of Directors approved 2/2011

MEMBER:

Role definition/expectation:

- A band booster "member" is a parent of a current or previously enrolled Caledonia band student (required to pay \$0 annual dues) and receives automatic enrollment as a booster. Members are encouraged to participate at booster meetings, fundraising efforts, and to generally support the Caledonia music programs.

Scope of Authority:

- A band booster "member" has one vote to cast during applicable voting situations (officer elections, general matters, etc.)

Elements Common to All Leadership Roles:

General Expectations:

- Members must be timely with communication responding to all e-mails and/or calls within 24-48 hours, at the very least providing a confirmation of receipt.
- Members must be respectful of others' time and be well prepared for meetings.

Recourse/Resignation:

- At any time if any of the responsibilities of a role are not being met, or if there is a matter of unresolved disagreement, this should be brought to the Board of Directors attention for resolution, by any member.
- In the case of a disagreement, the Board of Directors will discuss, vote and resolve.
- In the case of a failure to fulfill responsibilities/expectations of a role, the Board of Directors will discuss the matter with the applicable person(s). Depending on the degree and nature of the failure, the first failure will result in a warning. If a second failure is brought to the boards' attention, the Board of Directors will meet with the applicable person(s) to discuss the issue. If a third notice of failure is brought to the attention of the board, this will result in the removal of that person from their position.
- If someone in a leadership role is unwilling or unable to fulfill their duty, they may resign in writing to the Board of Directors.

CHAIR:

Role definition/expectation:

- Chairs will be elected by a majority vote by members. Secret vote will be held when there is more than

one candidate.

- Announcement of Chair election (date/time) must be made at least 1 week in advance.
- Interested members should notify Secretary prior to the election for consideration to be placed on the ballot.
- There will be only 1 "Head" Chairperson elected per event. There will be no "Co-Chair" positions. "Assistant" Chairperson roles are encouraged as needed. If a person seeking the Head Chair position thinks they'd like an Assistant Chair, they should discuss this in advance with their assistant of choice and present their interest as a team for consideration.
- The need of a chair position(s) for any given event or fundraiser will be determined by a majority vote of the members or Board of Directors.
- Most events will require only one chairperson. Exceptions to this will be determined by the Board of Directors as needed in the case of very large events.

Scope of Authority:

- The chair has the authority and responsibility to make recommendations, organize and lead the members & meetings in the execution of a specific event/fundraiser.
- Chair must provide the board with their "Plan of Action" within 2 weeks of their appointment. This POA must include a general timeline with tasks and best method(s) of communication.
- Chair must provide a brief event update at the regular monthly booster meetings.
- Chair must prepare meeting minutes and submit them to the board within a week of any meetings.
- Chair must prepare a written Post-Event Summary after the event by meeting with volunteers to discuss what worked, what didn't, contact information etc. This summary must be given to the president for inclusion in that year's master binder within 2 weeks of event.

In single chair situations:

- Chair must yield to the majority will of the membership. Any differing opinions that are brought to a vote, upon a members' request, must be *decided by a membership majority vote*.

Multiple chair situation:

- Same as the single chair situation except: Any differing opinions that are brought to a vote, upon a member's request, must be *decided by a majority vote of the team of chair people*.

UNIFORM MANAGER:

Role definition/expectation:

- Lead the Uniform Team in the duties of fitting, assigning, recording, maintaining, dispensing and collecting uniforms before & after games, competitions and parades. Submit proposed uniform purchases to the board for consideration/approval.

Scope of Authority:

- The uniform manager has the authority/responsibility to manage all aspects of the uniforms and uniform room.

PIT CHIEF:

Role definition/expectation:

- Lead the Pit Crew in the duties of Pit for home games, competitions and parades. Solicit, schedule and train a pit crew team for the various games and events.

Scope of Authority:

- The Pit Chief has the authority/responsibility to manage all aspects of the pit.

WEBMASTER:

Role definition/expectation:

- Manage and update the band website and calendar regularly (as needed to stay current with ongoing events and to maintain a fresh site void of outdated material) with any dates, event and fundraiser information pertinent to the band program. They should post any pertinent content provided by other

members as soon as possible. They should keep the websites calendar completed with dates of both Middle School and High School band events. They should actively post any pertinent status updates or events on the Caledonia Band Boosters Facebook page.

Scope of Authority:

- The Webmaster has the authority/responsibility to manage all aspects of the website.

MARKETING:

Role definition/expectation:

- Lead in creation and installation of any requested marketing and promotional materials for fundraisers etc.

Scope of Authority:

- The Marketing lead has the authority/responsibility to manage all aspects of requested marketing materials for events and fundraisers

OFFICERS (President, Vice President, Treasurer & Secretary):

PRESIDENT:

Role definition/expectation:

- The President shall preside at all meetings of Directors and/or members. The President shall have such other duties and powers as may be given him by the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties necessary or appropriate to his office. The President shall sign and execute all deeds, agreements and other formal documents in the name of the corporation. The President shall serve for a term of one (1) year and may serve successive terms.
- Maintain an annual "master binder" containing current bylaws, tabbed sections with detailed information for each event/fundraiser and generally any information that is helpful for the organization to keep as reference.

Scope of Authority:

- The President shall have such other duties and powers as may be given him by the Board of Directors. Subject to the direction and control of the Board of Directors, the President shall have the authority over general policy and affairs of the corporation and shall have the general control and management of the affairs of the corporation.

VICE PRESIDENT:

Role definition/expectation:

- The Vice President shall have such title and perform such duties assigned by the President or the Board of Directors. In the President's absence, the Vice President shall perform the duties of the President. The Vice President shall serve a term of one (1) year and may serve successive terms.

Scope of Authority:

- The Vice President has the authority to perform any duties assigned to him by the President as well as perform the duties of the President in their absence.

TREASURER:

Role definition/expectation:

- The Treasurer shall collect all membership dues (if any), have custody of the corporate funds, keep full and accurate accounting records for the corporation, and shall deposit all funds to the credit of the corporation in such depositories as may be designated by the Board of Directors. The funds, books and vouchers in the Treasurer's hands at all times shall be under the supervision of the Directors and subject at any time to their inspection. The Treasurer shall render such statements of his/her accounts as may be required by the Board of Directors. At the expiration of his term of office, he shall deliver all books, moneys, and other property, to his successor, or, in the absence of the treasurer-elect, to the President. The Treasurer shall be responsible for all matters requiring communication with federal, state and local governmental authorities. The Treasurer shall serve a term of one (1) year and may serve successive terms.

Scope of Authority:

- The Treasurer has the authority to perform all duties of the role.

SECRETARY:

Role definition/expectation:

- The Secretary shall maintain the minutes of all meetings of the Board of Directors and of the members, record attendance at meetings, and shall perform such duties assigned by the President or the Board of Directors. The Secretary shall serve a term of one (1) year and may serve successive terms.

Scope of Authority:

- The Secretary has the authority to perform all duties of the role.

BOARD OF DIRECTORS:

Role definition/expectation:

- There shall be seven (7) Directors. The first Board of Directors shall be those elected by the Incorporators. Thereafter, the Board of Directors shall include four (4) elected officers, one (1) member appointed by the outgoing president, one (1) member appointed by the incoming president, and one (1) high school band director. Directors may serve successive terms subject to the limitations on officers identified in Article VII.

Scope of Authority:

- The property, affairs, activities and concerns of the corporation shall be vested in a Board of Directors who may exercise all of the powers of the corporation including, but not by way of limitation, the authority to borrow money and to issue notes and other evidence of indebtedness of the corporation for repayment thereof, together with the authority to mortgage or pledge the real or personal property of the corporation as security therefore, except such powers as are by law, by the Articles of Incorporation, or by these Bylaws, expressly conferred upon or reserved to the members.

CERTIFICATION

I do hereby certify that as a Board or Chair of the "Caledonia Bands 2000" that I will abide by the attached true, complete and correct copy of the Articles of Incorporation and Bylaws of the "Caledonia Bands 2000."

Printed Name

Date

Signature

Position

CALEDONIA BAND BOOSTERS

Financial Policy

(Subject to reconciliation with future revised by-laws)

- The Finance Team will consist of the Senior High Band Director, the President, Vice-president, and Treasurer. The President will make an appointment of a member-at-large. The team will be led by the Treasurer.
- The Finance Team will propose an annual budget in April for review and approval by the Steering Team and presentation to the club in May.
- The Treasurer will provide the President a copy of monthly bank statements, which will also be available for review at Steering Team Meetings and Booster Club meetings.
- Any Booster Club member may review band statements or other financial documents by giving five days written (e-mail acceptable) notice to the President.
- Approval scenario for checks written (unless specifically approved in the budget*):
 - <\$500 Treasurer
 - \$500-1500 E-mail approval from the President
 - \$1500-2500 E-mail approval from the Pres, VP, Sec + 2 other ST members
 - >\$2500 Steering Team must approve and present at a club meeting for simple majority approval
- Copies of e-mail approvals will be filed with appropriate documents.
- A simple, compilation audit will be conducted each year by the accountant who does the tax filings.

* 10% overage allowed; otherwise, Steering Team approval required (can be done by e-mail)

(Adopted 2-7-06; revised & distributed 4-20-06)

CALEDONIA BAND BOOSTERS

Steering Team Membership and Officer Election Procedures

A Steering Team will be established to oversee the booster club organization. The Steering Team will be comprised of the following individuals:

- Elected Officers (President, Vice-President, Secretary, Treasurer) o High School Band Director
- Group Leaders (Administrative, Events, Resourcing)
- Up to three at-large members appointed by the President

During April, a slate of candidates recommended by the Steering Team will be e-mailed to band parents. A deadline will be set for any additional nominations to be submitted to the Administrative Group Leader. The final slate with all nominees will then be e-mailed to the Booster Club prior to the May Booster Club meeting.

Boosters that are unable to attend the May meeting will be invited to cast their votes by returning a response (to the Administrative Group Leader) to the slate of candidates.

At the May meeting, a vote will taken and results will be added to the tally of e-mail ballots to determine the new officers.

The new officers will assume their posts immediately.

Elected Officer positions may be held by the same individuals for up to four consecutive terms per position, or up to five non-consecutive terms per position.

Any Elected Officer may be removed from their position by a majority vote of the current steering team.

(Revised & Adopted 4-20-06)