

**AMENDED AND RESTATED BY-LAWS OF
QUINCY BAND BOOSTERS LTD, A NONPROFIT CORPORATION**

RECITALS

WHEREAS, Quincy Band Boosters Ltd. (the "Corporation") adopted certain By-laws effective as of April 13, 2015 (the "Existing By-laws"); and

WHEREAS, the members of the Corporation have voted to amend and restate the Existing Bylaws in their entirety as more particularly set forth herein.

ARTICLE I -- ARTICLES OF ORGANIZATION

The name of the Corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Corporation and of its directors, and regulation of the affairs of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II -- PURPOSE

The mission of the Corporation is to support the Music Programs (as defined below) through fundraising, program support, and advocacy. Specifically, the Corporation:

- provides support through fundraising so that it can enrich and enhance the musical experience of all band students;
- provides program support for the Band Directors (as defined below) wherever it may be needed;
- advocates on behalf of the Music Programs, whether it be to the Quincy School Committee or a particular school administration, with the goal of facilitating delivery of the Music Programs; and
- provides a forum where issues of concern to the Corporation and the Band Directors can be openly discussed and information about the Music Programs can be shared.

ARTICLE III -- MEMBERS OF THE CORPORATION

The membership of the Corporation shall be open to all parents who, in a given year, have at least one child enrolled in one or more of the Quincy Public Schools Music Programs, including, but not limited, to all elementary, middle, and high school bands, all after-school band programs, and all city-wide band programs (the "Music Programs"), alumni and parents of alumni of the Music Programs, all teachers and school staff of the Music Programs (the "Band Directors"), and any other member of the community who seek to support the Music Programs (the "Members").

ARTICLE IV -- BOARD OF DIRECTORS/OFFICERS

Section 1. **POWERS.** The general management of the affairs of the Corporation shall be vested in a Board (defined below), which board may exercise all of the powers of the Corporation.

Section 2. **NUMBER.** The Board of Directors shall be comprised of natural persons (each such person is referred to herein as a "Director" and are collectively referred to herein as the "Board"). The Board shall initially be comprised of at least five (5) directors but no more than nine (9) directors with an "odd number" of e-board members for voting purposes.

Each Director shall serve a dual role as Director and also as an "Officer" of the Corporation, as more particularly set forth below.

Section 3. ELECTION, TERM OF OFFICE, AND VACANCIES. At each annual meeting of the Members, the following five (5) Directors shall be appointed as follows: a Director/President, a Director/Senior Vice President, a Director/Vice President, a Director/Treasurer and a Director/Secretary, and any remaining Directors (up to and including nine (9) to be appointed as "Executive Board Members." The Directors shall be elected at the annual meeting of the Members. No two Directors on the Board may be from the same household at any given time. The term of office for each Director shall be one (1) year and until such Director's successor shall be elected and accept election. Any person may be re-elected by a majority vote of the Members, to serve successive terms as a Director, without limitation. The Members may fill any vacancy in the Board and may elect additional Directors to fill vacancies at any meeting, annual or special to the extent provided in the agenda for such meeting; provided however, that the term of office for a Director elected between annual meetings shall be for the period remaining until the next annual meeting. Should the resignation or removal of a Director pursuant hereto result in there being fewer than three (3) directors, the Directors shall elect such number of new Directors necessary to bring the number of Directors into compliance with these By-laws.

Section 4. POWERS. The Director shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board or these By-laws:

- (a) Generally, all Directors of the Corporation are responsible for overseeing and implementing the purpose of the Corporation outlined in Article II of these By-laws. All Directors are bound to represent fully and fairly the concerns of Members of the Corporation in furtherance of the purpose of the Corporation.
- (b) The President shall be the executive director of the Corporation and subject to the control of the Board, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board or may designate another person to act as presiding officer. The President shall establish the agenda for all annual meetings of the Members and the Board and for all monthly and special meetings of the Members and the Board. The President may conduct these meetings using Robert's Rules of Order as a guide.
- (c) The Senior Vice President and Vice President shall each have such duties and powers as the Board may determine. During such time as the President is absent or unable to act and in addition to any other duties and powers as the Board may have determined, the Senior Vice President shall have and may exercise all the powers and duties of the President.
- (d) The Treasurer shall, except as the Board may otherwise provide, supervise the custody of all funds, securities, and valuable documents of the Corporation. The Treasurer shall supervise the maintenance of proper books of accounts on all property of the Corporation, which books shall be open at all times to inspection by the Board or other authorized persons. Whenever required to do so by the Board or the President, the Treasurer shall coordinate submission to the Board a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the fiscal year then ended. Subject to the provisions of these By-laws, the Treasurer, under the direction of the Board, shall have general charge of the Corporation's financial affairs, including supervising the signing of all checks, payment of accounts, and collection of debts.

- (e) The Secretary shall act as secretary of all meetings of the QBB and keep, or cause to be kept, the minutes of all such meetings; reviews and reports on all membership matters; has a good working knowledge of the Robert's Rules of Order and plays a key role in keeping all meetings functioning in an orderly fashion; maintains a system to keep the flow of communication smooth during all meetings and assists in maintaining adherence to the agenda; performs all duties incident to the office of secretary, subject to the control of the board, and perform such other duties as may be assigned to the secretary by the President and/or executive board.
- (f) Executive Board Members will generally follow Section 4 (a) and serve as directors that may help in executive board decisions and/or may fulfill a specific and/or temporary role(s) that requires executive board oversight for Corporation matters.

Section 5. RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall be effective upon receipt of such notice by the President or Secretary unless the notice specifies a later effective date.

Section 6. REMOVAL. A Director may be removed or suspended with or without cause by an affirmative vote of a majority of the disinterested Directors required at a special meeting called for that purpose, after such Director has been given reasonable notice and opportunity to be heard.

ARTICLE V -- MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS. The annual meeting of the Members shall be at such place and time as the Board may determine, and shall, unless otherwise determined, be held during the month of May, or another date to be agreed upon by the Board.

Section 2. MONTHLY MEETINGS AND SPECIAL MEETINGS. Monthly meetings of the Members shall be called by the President. In addition, the President may call special meetings of the Members.

Section 3. NOTICE. Notice shall be given of all meetings of the Members, stating the date, purpose, time, and place of such meeting. The President shall give notice of monthly meetings at the prior monthly meeting. Notice of special meetings shall be given in writing in advance.

Section 4. VOTING AT MEETINGS. Members shall be entitled to vote for Directors, as provided in Article IV, Section 3 above. Voting shall be by a majority vote of all of the Members participating in such meeting. If there is a tie vote of the Members, the vote of the then sitting President shall break the tie. Members shall also be entitled to vote on changes to the Bylaws and on expenditures of over \$1,000, by a majority vote of all Members participating in the meeting. If the expenditure is a donation for the band program, it must also have the approval of at least two Band Directors.

Section 5. MINUTES. The Secretary or other person designated by the President shall keep minutes of each meeting of the Members.

ARTICLE VI -- MEETINGS OF THE BOARD

Section 1. ANNUAL MEETINGS. The annual meeting of the Board shall be on the same date as the annual meeting of the Members, or another date to be agreed upon by the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the President.

- Section 3. NOTICE. Five days' written notice shall be given of all meetings of the Board, stating the date, purpose, time, and place of such meeting.
- Section 4. VOTING AT MEETINGS. The Board shall vote on all policy decisions of the Corporation in furtherance of the purpose of the Corporation set forth in Article II of these By-laws. Voting at any meeting of the Directors shall be by a majority vote of all of the Directors. The Directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal from such meeting of any one or more Directors, but not vote shall take place unless all Directors are present.
- Section 5. ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken by the Board, without a meeting, if all Directors consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.
- Section 6. TELEPHONIC/VIDEO PARTICIPATION IN MEETINGS. The Directors may participate in a meeting of the Board by means of a conference telephone or video call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. The executive board may conduct an executive board meeting via email or other means where all members may not be present in person and/or do not have the means to meet at the same time together through telephone and/or video communication (similar to Section 5 Action Without Meeting).
- Section 7. WAIVER OF NOTICE. Whenever any notice is required to be given by any applicable law, the Articles of Organization or these By-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice unless otherwise specifically prohibited by law.
- Section 8. MINUTES. The Secretary or other person designated by the President shall keep minutes of each meeting of the Board.

ARTICLE VII -- COMPENSATION

Director/Officers shall not receive compensation for their services, but may be reimbursed, subject to approval and ratification by the Board, for reasonable expenses incurred in connection with the affairs of the Corporation.

ARTICLE VIII -- FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st of each year and end on the 30th day of June of each year, unless otherwise determined by the Board.

ARTICLE IX -- INDEMNIFICATION

- Section 1. INDEMNIFICATION FOR DIRECTORS AND OFFICERS. To the maximum extent permitted by Massachusetts law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any individual who is a present or former Director or Officer of the Corporation and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the By-laws or Articles of Incorporation of the Corporation inconsistent with this Article shall

apply to or affect in any respect the applicability of this Section with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

- Section 2. **NON-WAIVER OF OTHER RIGHTS.** The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, or agent may be entitled, or which may lawfully be granted to such person.
- Section 3. **INSURANCE.** By action of the Board, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an officer, director, or other agent of the Corporation or who is or was serving at the request of the Corporation as an officer, director, or other agent of another organization, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE X -- LIMITATION ON LIABILITY

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XI -- CONFLICTS OF INTEREST

The Board shall adopt, and periodically review, a conflict of interest policy to protect the Corporation's best interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

ARTICLE XII -- AMENDMENTS

These By-laws may be amended or repealed, in whole or in part, by a majority vote of the Board at any meeting of the Board, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

ARTICLE XIII -- NON-DISCRIMINATION

The Corporation is committed to a policy of equal opportunity. The Corporation complies with all applicable laws and regulations regarding employment and shall ensure that there will be no discrimination on the basis of race, color, religion, gender, gender expression, sexual orientation, national origin, age, disability, ancestry, or any other legally prohibited basis in its selection of Directors, officers, or agents, applicants for employment, grant recipients, or students. The Board and all officers are required to implement this policy.

ARTICLE XIV -- DISSOLUTION

- Section 1. **PROCEDURE.** The Corporation shall be dissolved according to the procedures outlined in Chapter 180 of the Massachusetts General Laws, Section 11A governing dissolution of Corporations for Charitable and Certain Other Purposes.

Section 2. DISTRIBUTION OF ASSETS. Upon dissolution, after the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be distributed to the Quincy Public Schools for the benefit of the Music Programs.

QBB By-Laws -- Effective Date as of: January 14, 2021

"QBB By-Laws" were revised and accepted by majority vote at QBB General Meeting 11-19-20

"QBB By-Laws" revised with minor editorial changes and accepted by majority vote at QBB General Meeting 01-14-21