

MARTIN COUNTY BAND BOOSTERS, INC.

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ARTICLE I. MEMBERS.

1.1 Members. All Regular memberships of the Martin County Band Boosters, Inc. ("MCBB") are issued on an annual basis upon approval of the applicant by the Board of Directors, and the payment of dues as provided for in these Bylaws. Categories of membership shall be established by the MCBB Board of Directors from time to time.

1.2 Martin County High School Band Staff. All staff of the Martin County High School Band Staff shall be ex-officio members and shall not be required to pay any dues. The Director of Bands shall be a voting member and also not required to pay dues.

1.3 Dues and Term of Membership. The Board of Directors of MCBB shall establish the dues, if any, and their payment for all classes of membership. The term for membership shall be as determined by the Board of Directors from time to time.

1.4 Termination. Any membership may be terminated for cause by concurrence of a majority of all Directors of the MCBB after due notice to the member and an opportunity to be heard.

1.5 Resignation. The Board of Directors shall accept the resignation of a member made in writing, by personal delivery, email, fax or regular U.S. mail. The effective date of the resignation of MCBB membership shall be the date of receipt of such written resignation by the MCBB. The resigning member's payment toward membership in the

MCBB is not refundable in whole or in part.

1.6 Meetings. There shall be an annual members' meeting held each calendar year on a date and at a time and location in Martin County, Florida, as determined by the Board of Directors of MCBB. Additional regular and special meetings may be called on approval of the Board of Directors.

1.7 Notice of Meetings. Notice of meetings stating the time, place and the purposes for which the meeting is called shall be given by the president, vice president or secretary. The notice shall be given not fewer than seven (7) days prior to the date of the meeting. Proof of notice shall be placed in the records of MCBB. Notice of meeting may be waived in writing before or after meeting.

1.8 Quorum. A quorum shall consist of fifteen (15%) of the voting members and the Director of Bands present at a meeting. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the members.

1.9 Voting. All members of MCBB shall have the right to vote on all matters that are subject to a membership vote pursuant to the Articles of Incorporation of MCBB and these By-Laws.

1.10 Proxies. No votes may be cast by proxy.

1.11 Presiding Officer. The President shall be the presiding officer at

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members' meetings and in the absence of the president, the vice-president shall preside. In the absence of the presiding officer, the members shall designate one of their own to preside.

ARTICLE II. DIRECTORS.

2.1 Number. The affairs of the MCBB shall be managed by a Board of Directors consisting of not fewer than five (5) Directors who shall be Directors as set forth in Article IV of the Articles of Incorporation of the MCBB. The Director of Bands shall at all times be a director of MCBB.

2.2 Selection. Selection of Directors (except the Director of Bands of the Martin County High School Band) pursuant to Article IV of the Articles of Incorporation shall be conducted in the following manner:

Members of MCBB shall have the opportunity to submit themselves as candidates for the Board of Directors by providing written or emailed notice to the Director of Bands no less than seven (7) days prior to the MCBB annual members meeting. Directors shall be elected by written balloting by the members.

2.3 Term. The terms of office for director (except Director of Bands of the Martin County High School Band) shall be for one year from election, provided that Directors shall serve until their successors are elected and seated.

2.4 Removal. A director, except the Director of Bands, may be removed for

cause at any time by concurrence of two-thirds of all Directors of the MCBB, provided, before a director is removed without such director's consent, such director shall be given an opportunity to be heard. Such "cause" shall include three consecutive unexcused absences from Board of Directors meeting during a term of office. The Director of Bands may not be removed as a director of MCBB, except by direction from school administration.

2.5 Vacancies. Vacancies on the Board of Directors occurring between annual meetings of the members shall be filled by the remaining Directors. The term of a director selected to fill a vacancy shall expire at the time of the expiration of the office being filled.

2.6 Resignation. A MCBB director may resign at any time by submitting a written notice of resignation to the MCBB. Such resignation shall be effective upon receipt by the MCBB Board of Directors or such later date set forth in the notice. Notice may be given by personal delivery, email, fax or U.S. mail.

2.7 Annual Meeting. The Board of Directors shall hold an annual meeting each school year on a date, time and location in Martin County, Florida, as determined by the Board of Directors of MCBB from time to time.

2.8 Regular Meetings. Regular meeting of the Board of Directors shall be held in Martin County, Florida, as determined by a majority of the Board of Directors

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but at least semiannually. The date, time and place of such meeting shall be determined from time to time by a majority of the Board of Directors or the president.

2.9 Special Meetings. Special meetings of the Board of Directors may be called by the president and the Director of Bands and must be called by the secretary upon the written request of a majority of the Board of Directors. Special meetings will be held in Martin County, Florida

Continuation of Article II

at a date, time and location determined by the Board of Directors and when called at the request of a majority of the Directors, must be held within 30 days of the request therefor.

2.10 Notice. Notice of meeting of the Board of Directors shall be given to each director personally or by email, at least five (5) days prior to the date of such meeting. Notice of special meetings shall include an agenda, which includes the primary purpose of the meeting. Any director may waive notice of a meeting in writing before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

2.11 Quorum. A quorum at Directors' meeting shall consist of a majority of all of the Directors and the presence of the Director of Bands. The acts approved by a majority of those Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when the Articles of

Incorporation or these Bylaws require otherwise.

2.12 Adjourned Meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

2.13 Action Without a Meeting. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting, maybe taken without a meeting if a consent in writing setting for the action so to be taken signed by at least seventy-five percent (75%) of all Directors is filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a sufficient vote of the Directors.

2.14 Presiding Officer. The presiding officer of Directors' meetings shall be the president and if absent, the vice president shall preside. In the absence of the presiding officer the Directors present shall designate one of their own to preside.

2.15 Compensation and Expenses. Directors shall receive no compensation for their services as Directors and shall not be reimbursed for attendance at meeting of the Board of Directors or committees. Directors and duly appointed committee members may be reimbursed for other reasonable

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expenses actually incurred when authorized in advance by the Board of Directors.

2.16 Powers. All of the powers and duties of the MCBB existing under the statutes of the State of Florida, the Articles of Incorporation of the MCBB and or these bylaws shall be exercised exclusively by the Board of Directors provided, when authorized by the Board of Directors or these bylaws, such powers and duties may be exercised through the officers, agents and employees of the MCBB. The MCBB may accept contributions and bequests made to the MCBB in fee or in trust, and shall use the accepted contributions and requests or the proceeds thereof and the income therefrom for the purposes of the MCBB.

ARTICLE III. OFFICERS

3.1 Officers. The officers of the MCBB shall be a president, a vice president, a secretary and a treasurer, each of whom shall be a member of the MCBB, such assistant officers as the Board of Directors shall appoint from time to time.

3.2 Election. The officers shall be elected annually by the Board of Directors as the first order of business by the new elected Board of Directors at their first meeting.

3.3 Term. The officers and assistant officers shall serve for one year terms. The term of office of the officers and assistant officers shall begin with their election at the annual meeting of the

members and shall expire with the election of their successors.

3.4 President. The president shall be the chief executive officer of the MCBB. The president shall have all of the powers and duties which are usually vested in the office of president of a corporation.

3.5 Vice President. The vice president, in the absence of disability of the president, shall exercise the powers and perform the duties of the president generally and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors. The vice president shall succeed to the office of president upon the resignation, death or disability of the president, or the expiration of the term of office of the president.

3.6 Secretary. The secretary shall keep the minutes of all proceedings of the Board of Directors and the members, shall attend to the giving and serving of all notices to the members and Directors and other required notices; shall have custody of the seal of the MCBB, and shall affix the same to instruments requiring a seal when duly signed.

3.7 Treasurer. The treasurer shall keep the financial records of the MCBB, shall have custody of the property of the MCBB, including funds, securities and evidence of indebtedness, and shall perform all other duties as directed by the Board of Directors or the president. Moreover, the treasurer shall administer

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all student accounts in coordination with the Director of Bands.

3.8 Assistants. If appointed, an assistant secretary and/or assistant treasurer shall perform the duties of the secretary and/or treasurer respectively when the secretary or treasurer is absent, or shall perform other duties as directed by the secretary, treasurer or the president.

3.9 All officers of MCBB shall serve without compensation for their service as officers; provided that officers may be reimbursed for expenses incurred on behalf of MCBB upon approval by the Board of Directors.

ARTICLE IV. COMMITTEES

4.1 Standing Committees. MCBB may have the following standing committees:

(i) Administration, Finance & Volunteers Committee shall function to support the Board of Directors and officers in the administration of the MCBB, assure that it has a solid financial foundation and is adequately supported by volunteers.

(ii) Fundraising Committee shall seek donations and manage the fundraising activities, and develop new ways and means to find financial support of the MCBB.

(iii) Membership Committee shall seek and recommend ways of attracting members and keep records of membership.

(iv) Newsletter Committee shall organize, prepare, publish and distribute the MCBB newsletter.

(v) Program Committee shall conduct the programs of the MCBB, including but not limited to Blast Off, Chaperones, Concerts, and Banquet.

(vi) Public Relations Committee shall obtain publicity for MCBB's fundraising, membership, programs and all other MCBB activities as directed by the Board of Directors.

(vii) Uniforms Committee shall evaluate the annual status of uniforms, provide for their care, upkeep and improvement and assist in their distribution and collection.

(viii) Concession Committee shall coordinate with the Volunteer Committee to ensure that concession stands are properly stocked and staffed and that at the end of each season all MCBB equipment and property is removed from the concession stand and properly stored.

4.2 Ad Hoc Committees. MCBB shall have from time to time such ad hoc committees as the Board of Directors establishes and appoints.

4.3 Assignments and Appointments. All functions and activities of MCBB shall be assigned to the standing or ad hoc committee that the Board of Directors deems best suited to assist the officers in the management of that function or activity. The Board of Directors shall appoint a chairman (who

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shall be a member) for each standing and ad hoc committee.

4.4 Membership and Meetings.

Committee membership is open to all members of the MCBB. All meetings of committees shall be open to all members of MCBB.

4.5 Reports. Committees shall report their facts, findings, conclusions and recommendations to the Board of Directors. Committees shall operate only in an advisory capacity and have no authority to obligate the MCBB or its Board of Directors or officers.

4.6 Voting. Any matter assigned to a committee may be reported by the committee to the Board of Directors at any time and may be voted upon by the Board of Directors at any time; or if any committee action or recommendation requires a vote by the members, the vote may be conducted at any regularly scheduled meeting of MCBB without further notice.

ARTICLE V. GIFTS, DONATIONS AND BEQUESTS

5.1 Acceptance. Grants, gifts, donations and bequests may be given directly to the MCBB, or the principal of a gift, donation or bequest may be given to some other person, corporation or director with instructions that the principal or income therefrom shall either be paid to the MCBB or disbursed in accordance with the instructions of the Board of Directors; provided, however, that the uses and purposes of all such grants, gifts, donations and bequests

wither of income or principal shall be in accord with the purposes of the MCBB. All restricted gifts, donations and bequests shall be subject to acceptance by the Board of Directors.

5.2 Use. Unless grants, gifts, donations or bequests are given subject to a stated special purpose, they shall be unrestricted funds of the MCBB. All membership contributions shall be unrestricted funds of the MCBB. In the discretion of the Board of Directors, unrestricted funds may be used for any purposes or expenses of the MCBB, or may be invested and the income therefrom used for any purposes or expenses of the MCBB, and invested funds may be withdrawn from investment and used for any purposes or expenses of the MCBB. Grants, gifts, donations or bequests given subject to a stated special purpose shall be segregated from general funds and used for such stated purpose to the extent allowable or appropriate in the discretion of the Board of Directors.

ARTICLE VI. FISCAL AGENTS

The Board of Directors may employ one or more fiscal agents, and/or may contract for professional investment advisory services to carry out the MCBB's investment program, and to maintain custody of such investments, and the MCBB's investment accounts and records, under the supervision of the Board of Directors.

ARTICLE VII. FISCAL MANAGEMENT

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7.1 Depository. The moneys of the MCBB shall be deposited in such financial institutions and/or with such professional investment advisory services as shall be designated from time to time by the Board of Directors. Withdrawal of moneys shall be only by checks, drafts or by such electronic means which are signed or approved by such persons as are authorized by the Board of Directors. Monthly bank statements shall be provided to the treasurer and to the Director of Bands directly by any such financial institutions.

7.2 Safekeeping. The moneys and investments of the MCBB, including but not limited to, certificates of deposit, stocks, bonds, and evidences of indebtedness, shall be kept in safekeeping only in such places and under such security as shall be approved by the Board of Directors.

7.3 Audit. An audit of the accounts and funds of the MCBB may be made annually by a certified public accountant employed at the discretion of the Board of Directors.

7.4 Budgetary Control. The expenditure of the funds of the MCBB shall be in accordance with a budget or an appropriation approved annually, and which may from time to time be amended, by the Board of Directors of MCBB.

7.5 Grants. The Board of Directors may from time to time make grants to other persons, firms or corporations in

furtherance of the purposes of the MCBB upon an affirmative vote of the majority of the Board of Directors. Grants shall be made in accordance with standing policies adopted by the Board of Directors. The standing policies for grants shall provide for form of grant application, timetable for submission and consideration of grants, notice to interested persons, approval by the Board of Directors, reporting and monitoring of the expenditure of funds by grant recipients, and such other matters as the Board may from time to time adopt. The Board of Directors may contract with other persons, firms or corporations to provide information or assistance to the Board or the staff of the MCBB in the grants process.

ARTICLE VIII. AMENDMENTS.

The Articles of Incorporation and these Bylaws may be amended in the following manner:

8.1 Notice to Members. Notice of a proposed amendment approved by the Board of Directors shall be given to members by mail or email and shall include the subject matter of the proposed amendment and the date and time of the meeting at which the proposed amendment will be considered.

8.2 Approval. Amendments shall be subject to approval by balloting by a two-thirds vote of a quorum of the members.

ARTICLE IX. PARLIAMENTARY AUTHORITY

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Reasonable rules of parliamentary procedure shall govern the Board of Directors, officers and chairman of the committees, provided, they do not conflict with these Bylaws or Florida law.

ARTICLE X. RECORDS

The MCBB shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors at the principal office of MCBB. All such records inspected by any director, member of the agent of either, or any proper person, at any reasonable time.