

BY-LAWS  
OF  
WINONA SENIOR HIGH BAND BOOSTERS, INC.

Article I.

The name of the organization shall be Winona Senior High Band Boosters, Inc.

Article II.

The purposes for which it is formed are to encourage and perpetuate Winona Senior High School instrumental music; to encourage and promote the education of its members to the finer points of public school instrumental music; and to initiate, promote and participate in raising funds for worthy causes in connection with said Winona Senior High Instrumental Music Department and events. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code.

Article III.

3.01 Membership and **Eligibility**: Any person who is listed as a parent/guardian of a student/student alumni of the Band Program shall be eligible to be a member of the Corporation. The Band Program faculty shall be members of the Corporation.

3.02 **Classification**: There shall be but one membership classification, that of active membership. No honorary memberships shall be allowed, unless specifically authorized by the Board. Voting members shall be limited to two (2) voting members per family. Band Program faculty are voting members, each entitled to one (1) vote.

3.03 **Manner of Admission**: Applications for membership shall be submitted in writing upon forms furnished. Voting members will be specifically indicated on the application forms.

3.04 **Suspension or Expulsion**: (a) A demand to suspend or expel a member shall be in writing, shall state clearly the charge against such member and shall be signed by the complainant.

(b) A member may be suspended or expelled only for such acts or omissions as shall constitute conduct unbecoming a member, as defined in Winona Area Public Schools Department of Athletics Parent's Code of Ethics, or conduct detrimental to the best interests of the Corporation.

#### Article IV.

4.01 **Fiscal Year:** The Fiscal Year of the Corporation shall begin on the date of incorporation which is May 22, 1989 and shall end on June 30. From that point forward, the fiscal year will be from July 1 to June 30<sup>th</sup> the following year.

#### Article V.

5.01 **Membership Meetings:** (a) Regular meetings of this Corporation shall be held at such time, place and frequency as the Board of Directors designate, but not less than quarterly.

(b) Special meetings may be called by a majority vote of the membership at any regular meeting or by the President, and notice of such special meeting shall be emailed/mailed to the members not less than five (5) days prior to the date of such meeting.

(c) The annual meeting for the election of Officers and Directors shall be held in May of each year and notice of the date of such meeting shall be emailed/mailed to the members at least two weeks prior to such date.

(d) All meetings shall be conducted by Roberts Rules of Order.

5.02 **Board of Directors:** The Board of Directors shall meet at least once each month at a time and place determined by the President.

#### Article VI.

6.01 **Officers:** The officers of the Corporation shall be President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers as may be deemed necessary to conduct the affairs of the corporation. Officers shall be elected annually in May, shall take office on July 1<sup>st</sup> of the same year and serve until their successors are duly elected and installed. The officers shall perform the usual duties

of their office as outlined in Section 6.06 and such other duties as the Board of Directors shall direct.

**6.02 Directors:** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, immediate past President and eight (8) active members, two (2) representing each Band class at the Winona Senior High School(Parent Representatives). Each director shall be elected in the same manner and at the same time as the officers and shall serve until their successors are duly elected and qualified provided, however, that there shall not be less than thirteen (13) Directors, including officers, on the Board of Directors. The Board of Directors shall be the governing body of the Corporation and only matters of unusual importance shall be submitted to the membership of the Corporation for review and action.

**6.03 Removal of Officers or Directors:** Any Officer or Director of this Corporation may be removed from office by two thirds (2/3) vote of the Board members present at the regular meeting when a quorum is present; provided, however, that notice of such meeting and the purpose of same has been given to the membership by mail at least two weeks prior to the date of said meeting.

**6.04 Vacancies:** Vacancies shall be filled by the Board of Directors, for the unexpired term of office of the Officer or Director being filled.

**6.05 Quorum:** A majority of the Directors of the Corporation shall constitute a quorum at a scheduled meeting of the Board. Each member shall be entitled to one on all matters brought before the Board and there shall be no vote by proxy.

**6.06 Officers Duties:**

(a) President. The President shall be selected by, and from the membership of, the Board of Directors. He/she shall be the Chief Executive Officer of the Corporation. He/she shall preside over all meetings of the Board and of the members. He/she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be ex officio a member of all standing committees and shall have general powers and duties of supervision and management usually vested in the office of the president of the corporation. He/she shall appoint all committees and chairmen subject to the approval of the Board of Directors.

(b) Vice-President. The Vice-President shall be chosen from the membership of the Board. Such Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

(c) Secretary. The Secretary shall be chosen from the membership of the Board. The Secretary shall attend all meetings of the members and of the Board of Directors, and of the Executive Committee, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He/she shall give all notices required by statute, bylaw or resolution. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors.

(d) Treasurer. The Treasurer shall be chosen from the membership of the Board. The Treasurer shall serve on the Finance committee. The Treasurer shall have custody of all corporation funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he/she shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, he/she shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his/her office, and for restoration to the Corporation in case of his/her death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

6.07 **Term of Officers**: Each officer shall serve for a term of one year.

## Article VII.

7.01 **Nominating Committee**: At least thirty (30) days prior to the annual election, the President shall appoint a Nominating Committee consisting of at least three members of the Corporation. The President shall not serve on this committee. This Committee shall select one nominee for each Officer and Parent Representative and

submit its report at a regular meeting or by email/mail at least two weeks prior to the annual meeting. This report shall constitute the placing of these names in nomination.

7.02 **Opposing Nominations**: Opposing nominations may be submitted by any member, provided, however, that consent of any nominee must be first obtained, and provided further, that notice of such nomination shall be given at a meeting or by mail or least one week prior to the annual meeting.

7.03 **Voting**: When there is more than one nominee for an office, voting shall be done by written ballot. Each member in good standing is entitled to cast one vote, and voting by proxy is not permitted. A majority of votes cast is necessary for election.

#### Article VIII.

8.01 **Committees**: The following shall be standing committees, appointed by the President for one (1) year terms: Membership; Finance; and Nominating Committee.

The President may appoint such other regular or special committees as he shall deem necessary of which shall be approved by the Board of Directors. The President shall be ex-officer member of all committees, except the Nominating Committee, and shall instruct them in their duties.

#### Article IX.

9.01 **Checks, etc.**: All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by any officer or agent as the Board of Directors shall from time to time designate for that purpose.

9.02 **Contracts, Conveyances, etc.**: When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officer, the President or any Vice-President, and the Secretary or Assistant Secretary, if any, may execute the same in the name and behalf of this Corporation. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Corporation.

9.03 **Deposits**: Funds of the Corporation shall be deposited to the account of the Corporation in such bank or other depository that may be selected by the Board of Directors.

9.04 **Loans**: The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this Corporation and in such case the Board of Directors may authorize the proper officers of this Corporation to make, execute and deliver in the name and behalf of this Corporation such notes, bonds and other evidence of indebtedness as said Board shall deem proper.

#### Article X.

10.01 **Quorum**: Ten percent (10%) of the membership of the Corporation shall constitute a quorum for the transaction of the business of the Corporation. Each member shall be entitled to one vote on all matters brought before the membership and there shall be no vote by proxy.

#### Article XI.

11.01 **Dissolution**: In the event of the dissolution of this Corporation, voluntarily or otherwise, the person or persons having custody of the chapter funds, property assets, shall, within thirty (30) days following dissolution convey, assign, transfer, and set over to Winona Public School District 861 all of said Corporation's funds, property, and assets or to an organization which is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, all of said Corporation's funds, property and assets.

#### Article XII.

11.01 **Amendments by Corporation**: This Corporation may amend these By-Laws at any regular or special meeting of the chapter by a two-thirds (2/3) majority vote of the members present; provided a quorum is present and provided, however, that such amendments shall be submitted in writing and mailed to each member at least

two weeks prior to the meeting at which they shall be voted upon and notice of the meeting shall be contained therein.