

By-Laws of McNary Band Boosters, Inc.
Adopted

I. Purpose: The McNary Band Boosters, Inc. provides financial and logistical support to the McNary Band so that all McNary High students have the opportunity to participate in music education.

II. Organization: Membership is by an annual application. Qualifications for membership in the organization are a willingness to support the purpose of the Boosters and to abide by the by-laws, policies and procedures of the Boosters.

Voting Membership – Any member who is a parent or legal guardian of a currently enrolled student of the McNary High School band program are eligible to one vote. The voting membership will vote to elect or remove members of the Board of Directors, review the annual budget, unbudgeted expenditures and other major policy and action items and vote on any amendments to the bylaws or articles of incorporation. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting and non-voting members.

A voting member may be expelled by the voting membership for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the voting membership can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the voting membership giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting membership, or by a person or persons authorized to decide that the suspension or removal not take place.

Student Representative – One student representing Wind Ensemble, one student representing Concert Band and one student representing Color Guard, nominated by the Band Director, will be honorary Booster members with no voting rights.

Board of Directors – A Board of Directors will manage the day-to-day operations of the Boosters including approving annual budget and unbudgeted expenditures, contracts and setting policies and procedures.

The Board of Directors consists of President, Vice President, Secretary, Treasurer, plus 3 – 7 elected Members at Large. The current Past President and Band Director are entitled to hold an honorary position. The statements of responsibilities of the Board of Directors are included in Section V below.

Eligibility of members of the Board of Directors. 1) All directors must have a current Salem/Keizer Schools background check completed and filed with the Salem/Keizer School district. 2) With the exception of the Past President, all directors shall be qualified as voting members.

Nominations for Board of Directors will be taken up until and at the Annual Membership meeting.

Elections shall be held during the Annual Membership meeting. The members present at this meeting shall elect the Board of Directors, provided a quorum has been established. Elected Board of Directors shall take office at the adjournment of the Annual Membership meeting.

When a board office is vacated in mid-term, the Board of Directors shall recommend a replacement to be voted on at the next regular membership meeting.

All Board of Directors except the Past President are elected annually. All Directors serve at the discretion of the Boosters.

Conflict of Interest. Whenever a member or director has a financial or personal interest, whether real or perceived, in any matter coming before the membership or board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from the discussion, lobbying and voting on the matter.

III. Voting: Proxy voting will not be allowed at any meeting of the Board of Directors or membership meetings or as part of reaching any decision.

IV. Meetings: Membership meetings shall be held as needed monthly with a minimum of 8 annually. All membership meetings are open to the public. The date, time and location of the meeting will be announced and posted a minimum of one week prior to the scheduled time. Quorum for membership meetings will be 20% of the voting membership and no less than 10.

Board of Directors meetings will be scheduled as needed with a minimum of 2 per quarter. All Board of Directors meetings are open to members. The date, time and location of the meeting will be announced and posted a minimum of one week prior to the scheduled time. Quorum for Board of Directors meetings will be 51% of elected Directors.

The Board may make any decision or take any action within its power without a meeting through a “written unanimous consent resolution” that sets forth the action so taken and is signed by all the directors then in office. The resolution is effective when the last director signs a copy of the unanimous consent resolution. The unanimous consent resolution may be sent or transmitted by mail, fax or email, and if sent back by email it is considered signed by the Director’s act of replying. The unanimous consent resolutions must be filed with the corporate records.

Special meetings may be called by the President, The Executive Committee, or a simple majority of the Board of Directors or membership. The date, time and location of the meeting will be announced and posted a minimum of one week prior to the scheduled time.

Meetings of the Board may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Announcement of meetings will be posted in a public place.

V. Officers:

Past President:

An honorary position held by the current Past President to serve in an advisory capacity to the Board of Directors and Boosters. This is a non-voting position

President:

The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors and membership meetings, unless the Board selects another person to preside.

Vice President:

In the absence of the President the Vice President will perform the duties of the President. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President.

Treasurer:

Shall oversee the maintaining of current and accurate financial records in order to protect the integrity of the Boosters and prepare a financial report for each Board and Booster meeting.

Secretary:

Shall be responsible for keeping records of membership and Board actions, including overseeing the taking of minutes at all membership and Board meetings and assuring that corporate records are maintained.

VI: Committees:

The Board may create both standing and ad hoc committees as needed. There shall be 5 standing committees – Executive, Fundraising, Activities, Uniform, and Food. The Board of Directors elects all committee chairs with the exception of the Executive Committee. Committee chairs may be members of the Board. The Board of Directors may authorize committee chairs to expend money. No committee chair is authorized to enter into contract on behalf of the Board.

The elected officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors to act on emergency matters.

Fund Raising Committee,

Shall oversee all fundraising activities to support the purpose of the Boosters.

Activities Committee:

Shall recruit volunteer help as requested by committee chairs, band director and/or Board of Directors.

Uniform Committee:

Shall provide organization, fitting and maintaining uniforms for all members of the band.

Food Committee:

Shall provide food and/or drinks for all events requiring such.

VII: Budget:

An annual budget shall be drafted by the Band Director and Board of Directors, presented for review to the Boosters no later the Annual Membership meeting and approved by the Board of Directors.

VIII: Amendment of By-Laws:

The By-Laws of this Organization may be amended by a majority vote of the members in attendance at any regularly scheduled meeting, provided a quorum has been established and the proposed amendment has been submitted in writing to the membership at a prior regularly scheduled meeting. All amendments will be in accordance with the Articles of Incorporation and Oregon Revised Statutes.