

BYLAWS of WLWBB, Inc.

ARTICLE I

NAME

The name of this organization shall be WLWBB, Inc. and may informally be known as Walled Lake Western Band Boosters, Western Band Boosters and/or WLW Band Boosters.

ARTICLE II

PURPOSE

The purpose of this organization is to promote, stimulate and support interest in instrumental music at Walled Lake Western High School ("WLWHS"), a school within the Walled Lake Consolidated School District, through WLWHS' band program. It is expressly intended that such support, financial and otherwise, is not intended to, and will not, replace the services and financial support provided by the Walled Lake School District and its Board of Education, and/or the Administration and Staff at WLWHS. Rather, the Western Band Boosters will provide support to the program, within its means and abilities.

WLWBB, Inc. has been organized as a non-profit corporation under the terms of the Michigan Nonprofit Corporation Act, MCL 450.2101, et. seq., and has sought tax exemption under Section 501(c)(3) of the Internal Revenue Code. It is the purpose of the organization to only conduct those activities that are consistent with its status as a tax-exempt, non-profit corporation.

ARTICLE III

OBJECTIVE

Our objective is to encourage our high school band students to strive for greater musical achievements and musical appreciation by actively demonstrating interest in their endeavors; to render assistance to the band by providing them with services wherever and whenever needed, such as chaperones, ushers, ticket-takers, uniform managers, etc. for their activities; to promote interest in the WLWHS band program; to stimulate community interest in the WLWHS band program; and to sponsor fundraising drives (within the means of the organization) in order to render financial assistance to the band program and its students.

ARTICLE IV

MEMBERSHIP

All parents and/or legal guardians of currently enrolled WLWHS band students are automatically members of this booster organization, as well as the band director and last year's booster president. Being an active booster member does not give you or your student any written or unwritten rights or awards. Membership does not confer any voting rights with respect to this booster organization, other than in an advisory capacity as requested by the Board of Directors, or to select one, or more persons to serve on the Board of Directors, as described herein, or to remove one, or more persons from the Board of Directors, as described herein. Unless otherwise determined and announced by the Board of Directors, there are no membership fees or membership dues assessed on members of this booster organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The organization shall be organized, coordinated, and led by a Board of Directors (the "Board"). The Board shall make decisions on operational, fund-raising, and financial matters for the Organization. The Board may refer any issue to an advisory vote of the General Membership to assist it in its decision making process. The Board shall commit the Organization on financial, contractual, and other legal obligations. The Board shall represent the Organization to the School, the School District, the community, and other external organizations.

Section 2. The Board shall consist of no more than nine (9) directors. The Board may not consist of less than three (3) members, exclusive of vacancies. The WLWHS Band Director shall serve as an *ex-officio* member of the Board, and is not counted in regard to the minimum number of board members required by these bylaws. In the event that fewer than three (3) people are willing to serve on the Board, at any time, then all management and control of the organization shall be the responsibility of the WLWHS Band Director until such time as the Board is comprised of three (3), or more, persons, as required by these Bylaws.

Section 3. Only members of this booster organization may serve on the Board. The initial Board of this booster organization shall consist only of members who have volunteered to serve for the 2009-2010 WLWHS school year, without the necessity of holding elections for any of the nine (9) available Board positions. In the event that there are any vacancies on the initial Board of Directors, such vacancies are to be filled as described in Section 4 of this Article.

Service on the Board, in school years subsequent to the 2009-2010 WLWHS school year, shall be determined as follows:

- (1) by solicitation of Board member volunteers during the meeting of the general membership of the booster organization to be held in May of each school year (typically being the last general membership meeting of the year); or,
- (2) through elections, as described herein, during the meeting of the general membership meeting of the booster organization to be held in May of each school year (typically being the last general membership meeting of the year).
 - a. For example, only, in May, 2010 at the meeting of the general membership of the booster organization (typically being the last general membership meeting of the year) volunteers shall be solicited to fill all positions (maximum of nine) on the Board. If more than nine (9) persons want to serve on the Board, then the names of all such persons shall be submitted for a vote to the members present at the May general membership meeting. Members at the May general membership meeting may cast one vote for each of the Board positions available. Those persons with the highest vote totals shall serve on the Board for a one (1) year term.
 - i. In the event of a tie, or ties, in the number of votes received, a runoff election shall occur among the persons who received the fewest votes, until all open positions are elected.

Section 4. The Board shall fill a vacancy in any vacant Board position for the remainder of the school year by soliciting a volunteer for each vacant Board position; or, if more than one volunteer comes forward for a single Board position, by nomination and election at the next regular meeting of the Board, or at a special meeting called for this purpose, for each vacant position. Any person appointed or elected to a vacant Board position serves for the balance of the WLWHS school year, only.

Section 5. Service on the Board is for a one year term. A person may volunteer, or be elected, to serve on the board each and every year that that person is a member of this booster organization.

Section 6. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Band Boosters. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. A sitting Board member may be involuntarily removed from the Board, before the expiration of his or her service term on the Board, by a motion made at any meeting of the Board where a quorum for the transaction of business is present, based on one, or more, of the following bases:

- a. The Board member to be removed has been convicted of a felony that involves his/her dishonesty and/or moral turpitude;
- b. The Board member to be removed has failed to fulfill the duties of his/her position, or has conducted himself/herself in an irresponsible, negligent, reckless, willful and wanton manner that is deemed damaging to the WLWBB and/or the WLWHS and/or the WLCSD;
- c. The Board member to be removed has been died or has declared to be of unsound mind by a final order of court of competent jurisdiction; or,
- d. The Board member to be removed no longer meets the qualifications for membership in the WLWBB.

Should such a motion be made, be seconded, and supported by a majority of the voting Board members (50% plus 1) present at the Board meeting, then a Special Meeting of the general membership shall be called for the purpose of voting on the removal of the Board member. At such Special Meeting all the facts and circumstances leading up to the motion to remove the Board member shall be presented, including the opportunity of the subject Board member to address the membership. The subject Board member may be removed from his or her membership on the Board by an affirmative vote to do so by a majority of the voting members (50% plus 1) present at the Special Meeting.

Section 8. Regular board meetings shall be held on the 2nd Tuesday of each month during the school year, or at such time the President may set by given notice thereof.

Section 9. Special Meetings of the Board of Directors may be called at any time by the President or the Vice President.

Section 10. A majority of the voting members (50% plus 1) present, in person, shall constitute a quorum for a transaction of business at any meeting of Board.

Section 11. Each member of the Board, with the exception of *ex officio* members, is a qualified voting member and must be present during a meeting in order to cast his or her vote. Each member of the board will be entitled to cast one (1) vote on any motion coming before the Board.

Section 12. The Board shall have the power to adopt, amend, repeal and rescind the Bylaws, and otherwise manage and direct the affairs of the organization.

ARTICLE V

OFFICERS

At the first meeting of the Board for the 2009-2010 WLWHS school year, and thereafter at the first meeting of the Board following the May general membership meeting, the Board, through volunteers or elections of its members, shall constitute the officers of the Booster Organization. The officers of this organization and their primary responsibilities are as follows:

1. **President** – The president shall be the chief executive officer of the organization and shall have the general duty and authority to manage the affairs of the organization in accordance with the directives of the Board, and requested preferences of the members. The President shall conduct all meetings of the organization. The office of the President may be held by more than one person if so desired by the Board. Additional duties of the president include:
 - a. Ensure the booster organization operates within the by-laws
 - b. Work with the Band Director to outline program needs of the operating budget in advance of each fiscal year.
 - c. Ensure the assets are secured and the bank balances are internally audited at least twice a year
2. **Vice President** – If a co-presidency exists, the office of Vice President may be considered optional; and if not filled, the duties of the Vice President shall become the responsibility of the Presidents. The specific duties of the Vice President are:
 - a. To be a liaison between the President and the committee chairs
 - b. To preside at meetings when the President is not available
 - c. To create a slate of board member nominees for the next year
3. **Secretary** - The specific duties of the Secretary are:
 - a. Record and maintain minutes for all board and general meetings
 - b. Maintain records of minutes and budget reports for the archives

- c. Provide minutes to the membership of previous meetings
 - d. Keep current all corporate filings required by the State of Michigan
 - e. Keep current all information/documentation required by the Walled Lake Consolidated School District and/or Walled Lake Western High School
4. **Treasurer** - The Treasurer shall have the responsibility of all the finances of the organization and shall keep full and accurate accounts of all receipts and expenditures. The specific duties of the Treasurer are:
- a. Ensure proper accounting of all assets belonging to the WLWBB
 - b. All checking accounts shall be established to require a minimum of two signatures on all checks.
 - c. Ensure proper accounting of all assets belonging to the Band Students in their Student Accounts
 - d. In consultation with the President, the WLWHS Band Director and such other persons selected by the President, the Treasurer shall develop an annual budget for the organization
 - e. Provide monthly reports to the membership on all expenditures, income and year-to-date account balances, including student funds
 - f. Keep current all corporate filings required by the Internal Revenue Service
5. An Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Band Boosters. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.
6. A sitting Officer may be involuntarily removed from his/her position, before the expiration of his or her service term as an Officer, by a motion made at any meeting of the Board where a quorum for the transaction of business is present, based on one, or more, of the following bases:
- a. The Officer to be removed has been convicted of a felony that involves his/her dishonesty and/or moral turpitude;

- b. The Officer to be removed has failed to fulfill the duties of his/her position, or has conducted himself/herself in an irresponsible, negligent, reckless, willful and wanton manner that is deemed damaging to the WLWBB and/or the WLWHS and/or the WLCSD;
- c. The Officer to be removed has been died or has declared to be of unsound mind by a final order of court of competent jurisdiction; or,
- d. The Officer to be removed no longer meets the qualifications for membership in the WLWBB.

Should such a motion be made, be seconded, and supported by a majority of the voting Board members (50% plus 1) present at the Board meeting, then that Officer is removed from his or her position immediately. In such an event, the Board of Directors shall, either, appoint a successor to that vacant position for the balance of the school, or if there is more than one volunteer from the Board to fill the vacant position, then the Board shall conduct an election among the members to fill the vacant position.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Organization shall conform to the terms of the Board of Directors. It will run from July 1st to June 30th of the following year.

ARTICLE VII

COMMITTEES

Committees of the organization shall be established as follows:

Section 1. All proposed committees, and chairpersons of the same, shall be approved at a regular Board meeting.

All approved committees must carry out objectives established by the Board, supply status reports for presentation by the committee chairpersons from time to time at regular monthly Booster meetings, meet the constitutional objectives of the organization and conduct their activities within the laws of the State of Michigan, and consistent with a tax-exempt organization.

Section 2. The following standard committees shall be considered for approval at the beginning of each school year with elected officers serving as chairpersons. The size of each committee is to be determined by the President.

a. **BUDGET.** To be chaired by the Treasurer. This committee shall solicit and receive plans and suggestions from the Band Director in April for the ensuing year. Using this input as a base, the committee will be responsible for the preparation of a budget for the fiscal year, including student activity support recommendations. The budget shall be presented at the September General Membership meeting for adoption. The committee will keep track of the budget as the year progresses, and make recommendations for revisions at a regular monthly Booster meeting.

b. **PROGRAM.** To be chaired by the Vice President. This committee will be responsible for planning and coordinating major student band trips.

c. **AUDIT.** To be chaired by the Vice President. Besides the Vice President, the committee is to have at least two (2) Band Booster members. This committee is to receive the Annual Financial Report from the Treasurer, upon the conclusion of the fiscal year. It is to review this report, and the other accounts, books and records maintained by the Treasurer, and prepare a report of its findings by August 31. If the Annual Financial Report is acceptable, the Audit Committee is to approve it. The Vice President shall present the findings of the Audit Committee at the first general membership meeting of the school year.

d. **COMMUNICATIONS.** To be chaired by the Secretary. This committee is responsible for communications with the general membership of the organization, and shall maintain the organization's website and e-mail mailing list.

e. **FUNDRAISING.** To be chaired by the President. This committee shall include the Treasurer and shall be responsible for planning and implementing fundraising activities for the Organization's general account. The committee may also plan, organize, facilitate and assist in the individual fundraising efforts of the Band Students.

f. **UNIFORMS.** To be chaired by the Vice President. The committee shall make arrangements for uniform fittings, alternations, cleaning, storage, and travel for band uniforms.

g. **BAND CAMP.** To be chaired by the President. This committee shall make all arrangements including chaperoning, daily roll call, and assisting the Band Director in student matters pertaining to band camp.

The President shall form other committees and appoint other Chairpersons, as he/she deems necessary.

ARTICLE VIII

STUDENT ACCOUNTS

Section 1. All students will have a financial account managed by the booster organization. Sources of funds for the account shall only include deposits made by a Band Student, by his or her Parent(s)/Guardian(s), or through the individual fundraising efforts of a Band Student. Funds belonging to the organization may not be deposited into a Student Account, unless: (a) the deposit is because of a scholarship and/or subsidy; (b) the deposit is a refund to the Band Student for a payment previously made; or, (c) the deposit is for a reason that is consistent with the organization's status as a tax-exempt organization.

Section 2. A Student Account will be active as long as the student is enrolled in a band class. When a student is no longer enrolled in a band class, there are two choices for said fund use. They are as follows:

- a. All funds in a Student Account can be transferred to a Student Account of a sibling that will be entering the Walled Lake Western band program within the next year or a sibling that is currently enrolled in this program. A transfer request must be made by July 31st of the student's last year of participation in a WLWHS band program; or,
- b. All funds in a Student Account that are not transferred as described in subsection 1, above, will be transferred to the general booster fund account as a donation in the name of the student.

ARTICLE IX

DISSOLUTION

In the event that the WLWBB organization shall be dissolved, all assets shall be distributed to a tax exempt organization that supports the students of the Walled Lake Consolidated School District.

ARTICLE X

RULES OF GOVERNANCE

The rules contained in "Robert's Rules of Order, Newly Revised" shall govern the Organization in all cases in which they do not conflict with the rules of the organization.

Revised: June, 2009