

BY-LAWS
Orchestra Boosters of Grand Haven Area Public Schools

Tax ID # 27-2670680

ARTICLE I
OBJECTIVES

The objectives of the Boosters shall be:

1. To devote its energies to the promotion of the Orchestra Program in the Grand Haven Area Public School District and Community;
2. To encourage students in the Program to strive for greater achievement in our Orchestra
3. To provide that all monies realized by the Boosters shall be used to further the education of students in the Orchestra Department of Grand Haven Area Public Schools
4. To promote cooperation and fellowship between the director(s), orchestra members, their parents, school administration and the Board of Education

ARTICLE II
MEMBERSHIP

1. Parents or legal guardian(s) of students in the Grand Haven Area Public Schools Orchestra Program are automatically members in this Association.
2. Any interested adult may become a member (of the Orchestra Boosters of Grand Haven Area Public Schools) upon application and approval by the Executive Board.

ARTICLE III
OFFICERS AND EXECUTIVE BOARD

SECTION I. OFFICERS

The Executive Board shall consist of not less than four (4) nor more than seven (7) members.

The Executive Board (officers) of the Boosters shall be: President, Vice-President, Secretary, Treasurer, SCRIP Program Chair, and 2 Members at Large. These officers shall be elected by a plurality vote of the members present at the annual spring(Booster's) meeting and shall hold office for one year and until their respective successors are elected and have qualified. Officers are eligible for a maximum of six consecutive years of service.

The Executive Board will also include two advisory positions, filled by the GHHS Orchestra Director and the GHMS Orchestra Director.

SECTION II. NOMINATION AND ELECTION OF OFFICERS

1. The President shall appoint a Nominating Committee prior to the annual end-of-school-year meeting, at which time this Committee shall present a slate of nominees. This shall not prohibit nominations from the floor. Solicitation of nominees may be made prior to the annual meeting.
2. Only a parent or legal guardian of a Grand Haven Area Public Schools orchestra program student shall be eligible to hold office.
3. Officers shall be elected by a plurality vote of members present at the Spring Booster's meeting.

Elected officers will be officially installed at the last meeting of the fiscal year.

BY-LAWS

Orchestra Boosters of Grand Haven Area Public Schools

SECTION III. EXECUTIVE BOARD

All Executive Board Activities shall be considered voluntary. At no time shall members of the Executive Board be compensated for their duties or activities.

Liabilities of Boosters: No individual member of the Boosters shall be liable for acts, neglects, or defaults of an employee, agent, or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

Removal Executive Board Member: Any Executive Board Member may be removed from office by the affirmative vote of two-thirds (2/3) of the Boosters at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the Organization, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for any other cause. Any such Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or electronic communication of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE IV DUTIES OF THE EXECUTIVE BOARD OFFICERS

SECTION I. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Boosters and the Executive Board. The President shall appoint members of all committees with the approval of the Executive Board, and perform such other duties as may be delegated to him/her by the Board. It will be the President's duty to make emergency decisions that may arise. A vacancy in any office shall be filled by an appointee of the President, with the approval of the Executive Board until the next election of the membership. The President shall act as a liaison for the Boosters and the Orchestra Directors.

SECTION II. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall preside over meetings of the Boosters and the Executive Board and perform all other duties of the President in the absence of the President. The Vice-President shall take over the duties of the President should he/she vacate the office for any reason, until the next election by the members. The Vice-President shall reside over all committees.

BY-LAWS

Orchestra Boosters of Grand Haven Area Public Schools

SECTION III. DUTIES OF THE SECRETARY

The Secretary shall keep a permanent record of all meetings of the Association as a whole, and distribute the minutes as directed in Article VIII. The Secretary shall maintain an up-to-date list of all members of all committees together with their chairpersons. The Secretary shall conduct all correspondence for the Boosters as a whole. The Secretary shall keep all correspondence received properly filed, and shall keep with each letter received, a copy of the reply, if any. At the expiration of the Secretary's term of office, the Secretary shall turn over to its successor all the records of the Association that are in the Secretary's possession.

SECTION IV. DUTIES OF THE TREASURER

The Treasurer shall receive, disburse and safeguard the funds of the Boosters as a whole. The disbursement of the funds will be done upon the approval of the Executive Board. The Treasurer shall keep and preserve the books of accounts and supporting documents in a manner prescribed by the Executive Board, which shall at all times be open to inspection by, or on order of, the Board of Directors, and shall be subject to audit at any time.

The Treasurer shall prepare and submit current financial statements including a statement of revenue and expenses and a balance sheet on a quarterly basis at a regular business meeting. The Treasurer shall prepare and file all financial reports and returns as required by state, local and federal authorities.

At the expiration of the Treasurer's term, the Treasurer shall turn over to its successor all funds, assets and records of the Boosters under the Treasurer's control.

SECTION V. DUTIES OF THE SCRIP PROGRAM CHAIR

The SCRIP Program Chair shall be responsible for managing the SCRIP Program. The SCRIP Program Chair shall receive, disburse and safeguard the funds of the SCRIP Program as a whole. The SCRIP Program Chair shall keep and preserve the books of the SCRIP Program accounts and supporting documents in a manner prescribed by the Executive Board, which shall at all times be open to inspection by, or on order of, the Board of Directors, and shall be subject to audit at any time.

The SCRIP Program Chair shall prepare and submit current financial statements related to the SCRIP Program.

At the expiration of the SCRIP Program Chair's term, the SCRIP Program Chair shall turn over, to its successor, all funds, assets and records of the SCRIP Program under the SCRIP Program Chair's control.

SECTION VI. DUTIES OF THE MEMBER(S) AT LARGE

The Two Member at Large positions shall perform general operational functions under the direction of the President and shall have such other duties as shall be designated by the rules and controls of the Executive Board.

BY-LAWS

Orchestra Boosters of Grand Haven Area Public Schools

ARTICLE V MEETINGS

1. General membership (Boosters) meetings will be held three times during the year: September, January and April, on dates designated by the Executive Board. The nomination and election of officers will take place at the April meeting.
2. Membership – Quorum. A quorum of members shall be the attendance of a minimum of 10 members. Meetings of the members shall occur upon notice of no less than 5 days prior to the meeting. Majority vote shall consist of a simple majority of those present. No proxy votes are permitted.
3. Rules of Procedure. Meetings will be conducted according to Robert's Rules.
4. Executive Board. The (Executive) Board shall hold regular meetings. A legal quorum for the Executive Board will consist of 50% or more Executive Board members. Only elected Executive Board members may vote. The President or any two members of the Board can call a special meeting of the Board.
5. Minutes. Minutes of all meetings of the Boosters will be provided to each officer and Director at least 5 days prior to the next meeting. Minutes of any meeting will be made available to any requesting member.
6. Action without a Meeting. Actions of the Executive Board or a committee may be taken without a meeting, upon the written or electronic consent of three-quarters of the members of the Executive Board.
7. Other Meetings. The members may meet as often as necessary, as directed by the President. Meetings called as the result of a written request by members will be held within in 60 days of receipt of the request.

ARTICLE VI COMMITTEES

1. Ad-Hoc Committees. The Boosters may have any number of ad-hoc committees.
2. Chair/Members. The chair and members of each Committee shall be appointed and may be removed by the Vice-President or the President.
3. Meetings. Each Committee shall meet regularly based upon a schedule determined by the chair. A quorum for the Committees will consist of a majority vote of committee members. Only committee members, or in their absence, their appointed alternates, may vote. A special meeting may be called by the chair or any two committee members.
4. Reports. The chair shall submit a written report to the Executive Board upon request.

ARTICLE VII FINANCIAL PROVISIONS AND FISCAL YEAR

1. Budget. A Budget Committee comprised of the President, Treasurer, Orchestra Directors and other members as appointed by the President, shall prepare an annual budget for submission to the board by June 30th of each fiscal year.
2. Contracts/Documents. The Board may authorize any officer(s), director(s) or agent(s), to enter into any contract or execute and deliver any instruments in the nature of and on behalf of the Boosters and the authority may be general or confined to specific instances.
3. Financial Instruments. All checks, drafts, other order for payment of money, notes, or other evidences of indebtedness issued in the name of the Boosters shall be signed by an officer in the manner the Board shall determine from time to time by resolution.
4. Audit. The Executive Board shall determine annually whether a review or financial audit is necessary. If deemed necessary, such a review or audit will be conducted.
5. Fiscal Year. The fiscal year of the Boosters shall be July 1 through June 30.

BY-LAWS

Orchestra Boosters of Grand Haven Area Public Schools

ARTICLE VIII AMENDMENTS

These bylaws may be amended at any regular meeting of the Boosters by a two-thirds majority vote of the members present. The notice of a meeting at which amendments to the bylaws are proposed to be adopted, shall contain the text of the proposed amendments.

ARTICLE IX DEDICATION AND DISTRIBUTION OF ASSETS; DISSOLUTION

SECTION I: The Corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. The income or assets of this corporation shall not inure or be distributable to the private benefit of any of its directors, trustees, officers or other private persons. A substantial part of the activities of the Association shall not be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on (I) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

SECTION II: If the Boosters' purposes fail or if the Boosters ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations as the Directors (or in default of designation by the Directors, the Circuit Court for the County of Grand Haven, Michigan) shall designate as best accomplishing the purposes for which the Association was formed, provided that the organizations receiving such assets are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

BY-LAWS
Orchestra Boosters of Grand Haven Area Public Schools

Appendix A: Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Orchestra Boosters of Grand Haven Area Public Schools) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board of committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

BY-LAWS
Orchestra Boosters of Grand Haven Area Public Schools

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President, or chairperson, of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee member regarding compensation.

BY-LAWS
Orchestra Boosters of Grand Haven Area Public Schools

Article VI

Periodic Statements

Each director, principal officer and member of a committee with governing board delegated powers shall upon the start of their term, or duties, shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy. (It is included in By-Laws)
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.