

Constitution and By-Laws

**MILTON HIGH SCHOOL
BAND PARENTS ASSOCIATION, INC.**

dba
MHSBPA

***REVIEW COMMITTEE WORKING COPY
SUMMER 2017***

MILTON HIGH SCHOOL BAND PARENT ASSOCIATION, INC.
dba MHSBPA

CONSTITUTION
AND
BY-LAWS

ARTICLE I
Name

Section 1. This organization shall be known as the MILTON HIGH SCHOOL BAND PARENT ASSOCIATION, INC. doing business as the MHSBPA, hereinafter referred to as the “MHSBPA”.

ARTICLE II
Registered Office Address

Section 1. The place in Florida where the principal office of the MHSBPA is to be located at 5445 Stewart St. Milton, Florida 32570.

Section 2. The mailing address of the MHSBPA is to be P.O. Box 845 Milton, Florida 32572

ARTICLE III
Purpose

Section 1. The purpose of the MHSBPA shall be to provide financial support and volunteer assistance to meet the needs of the Milton High School Band and/or Milton High School instrumental music activities (collectively and hereinafter referred to as “MHS BAND”) as directed by the Milton High School Band Director(s) for which instruction and education in these activities is provided to the students of Milton High School, Milton, Florida.

Section 2. To achieve this objective, the MHSBPA shall:

- a) Provide the ways and means of organized fund raising events. Funds raised from such events shall be utilized entirely for the operations of MHS BAND; and
- b) Provide volunteers to assist MHS BAND in the preparation and operation of field shows, performances, educational camps and other such activities conducted by MHS BAND.

Section 3. In accordance with Section 501-(c) (3) of the Federal Internal Revenue Code, the MHSBPA shall operate exclusively as a non-profit organization providing financial support and volunteer assistance to the Milton High School Band and/or Milton High School instrumental music activities. No part of the net earnings of the MHSBPA shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the MHSBPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the MHSBPA shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The MHSBPA shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the MHSBPA shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE IV
Board of Directors

- Section 1. Board and Number. The management of the property and affairs of the MHSBPA shall be vested in the Board of Directors. The number of Board of Directors Members shall not be less than five (5), nor more than ten (10). The Board in office at the time of the election shall remain in office and continue with the performance of their duties until the end of their term and may continue in office until their successors have been duly elected and qualified. The newly elected officers shall commence with the performance of their duties at the beginning of the new term.
- Section 2. Required Members. The Board of Directors shall include the Officers. The Officers of the MHSBPA shall consist of a President, First Vice President of Operations, Second Vice President of Administration, Secretary, Treasurer, and the Band Director(s). The Band Director(s) is an ex-officio advisor of the Board. The Board of Directors may appoint such other officers or agents or committee chairpersons as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any officer. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board of Directors by the Membership or have been elected to fill a vacancy on the Board.
- The number of chairperson(s) selected to the board shall not exceed a minority of the total board members.
- Section 3. Annual Election and Term of Office. At each annual meeting, the Regular Members shall determine the number of Board of Directors Members to be elected for the ensuing year and shall elect such number of Board Members. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Members, and if the number is increased, the additional Board of Directors Members may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Board Members shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Nominations Committee of the MHSBPA prior to the election meeting.
- Officers and other members of the Board of Directors shall serve for a one-year term beginning on June 1 of the current year and concluding on May 31 of the following year. Officers and other members of the Board of Directors shall not serve more than two (2) years ~~in any one office.~~ ***once their child graduates unless running unopposed.***
- ADDITION***
- Immediately following the annual meeting, the Board present, provided there is a quorum, shall meet for the purpose of appointing committee chairpersons for the ensuing year.
- Section 4. Absences. Any elected Officer or Board of Director member who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of an elected Officer or Board of Director member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the Board of Directors present at that meeting.

Section 5. Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Board of Directors at any regular meeting or at any special meeting called for that specific purpose.

Section 6. Regular Meetings, Notice and Quorum. A Regular Meeting of the Board of Directors shall be held immediately following the annual election; and once every month at least one week prior to the Regular Monthly MHSBPA Meeting; and on such days thereafter as shall be determined by the Board.

No less than one-half (1/2) of the members of the Board, plus the Band Director(s), shall constitute a quorum for the transaction of business. The band director(s) may elect not to be present as recorded by the Secretary to constitute a quorum.

Section 7. Duties and Powers. The Board of Directors shall have the power to appoint committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the MHSBPA as it may deem proper.

The Board shall have the power, by a majority vote of those present at any Regular or Special Meeting of Membership, to discipline, suspend or remove any Officer or Committee Member of the MHSBPA in accordance with the procedures set forth in Article V, Section 5(a) below. However, the Board has no authority whatsoever, in any capacity, over the membership status or participation of a Staff Member, whether that member is a paid staff member or a volunteer staff member.

The Members shall receive at the annual meeting a report verified by the President and the Treasurer, or by a majority of the Board, showing the financial status of the MHSBPA, the amount and nature of property acquired during the year for the benefit of MHS BAND, funds appropriated and expended during the year, and beginning and ending cash balances. A copy of this financial report shall be filed and recorded with the minutes of the annual meeting.

Subsection 7.1. President. The President shall:

- a) Sets the goals and vision of the MHSBPA.
- b) Conduct the affairs of the MHSBPA and execute the policies established by the Board of Directors.
- c) Preside over all meetings of the MHSBPA, act as Parliamentarian, assign a member of the Board of Directors to so act, or appoint a eligible member in good standing to so act.
- d) Act as an ex-officio member of all committees.
- e) Present a report of the condition of the MHSBPA at the annual meeting.
- f) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the MHSBPA.
- g) Be responsible for the conduct of the MHSBPA in strict conformity to the policies, and principles as agreed to under this Constitution and By-Laws.
- h) Designate in writing or cause to be recorded in the minutes of the Board of Directors meetings, other officers if necessary, to have power to make and execute for/and in the name of the MHSBPA such contracts and leases as may have been received prior approval of the Board.

Subsection 7.2. First Vice President of Operations. The First Vice President shall, in the case of the absence or disability of the President, and provided he is authorized by the

President or the Board of Directors so to act, the First Vice President shall perform the duties of the President, and when so acting, shall have the powers of that officer.

Furthermore, the First Vice President shall:

- a) Provide support and what paraphernalia deemed necessary for the successful operation of the MHSBPA and MHS BAND.
- b) Recruit a Concession, Uniform and Equipment & Transportation Committee of volunteers who shall assist in the operation of the concessions and shall assist the Band Director(s) and the Band Director's staff in the effectively outfitting and mobilizing MHS BAND and oversee the effective performance of those duties of the Concession, Uniform and Equipment & Transportation Committees.
- c) Preside as the Budget Committee chairperson, and oversee the effective performance of the duties of the Budget Committee.
- ~~d) Maintain a listing of lessons learned and guidebook to aid incoming First Vice President. **DELETION**~~
- e) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.3. Second Vice President of Administration. The Second Vice President shall, in the case of the absence or disability of both the President and the First Vice President, and provided he is authorized by the President or the Board of Directors so to act, the Second Vice President shall perform the duties of the President and the First Vice President, and when so acting, shall have the powers of that officer. Furthermore, the Second Vice President shall:

- a) Recruit a Publicity, History & Recording and Corporate Sponsorships, Grants & Scholarships Committee of volunteers who shall assist the Band Director(s) and the Band Director's staff in the effectively publicizing, recording and funding MHS BAND and oversee the effective performance of those duties of the Publicity, History & Recording and Corporate Sponsorships, Grants & Scholarships Committees.
- ~~b) Preside as the Ways & Means Committee chairperson, and oversee the effective performance of the duties of the Ways & Means Committee. **DELETION**~~
- ~~c) Maintain a listing of lessons learned and guidebook to aid incoming Second Vice President. **DELETION**~~
- d) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.4. Secretary. The Secretary shall:

- a) Recruit a Membership and Nominations Committee of volunteers who shall assist in the effective performance of a membership drive and elections of officers of the MHSBPA and oversee the effective performance of those duties of the Membership and Nominations Committees.
- b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- c) Maintain a list of all Regular, Student, Supporting, Patron and Honorary Members, Directors and Committee Chairpersons and Members and provide that notice of all meetings of the MHSBPA be given to the Board of Directors and Committees.
- d) Keep the minutes of the meetings of the Members, and the Board of Directors, and cause them to be recorded in a book kept for that purpose.
- e) Conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- ~~f) Maintain a listing of lessons learned and guidebook to aid incoming Secretary. **DELETION**~~
- g) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.5. Treasurer. The Treasurer shall:

- a) Recruit a Hospitality and Band Banquet Committee of volunteers who shall assist in the operation of the hospitality of hosted events and organizing the band banquet of MHS BAND and oversee the effective performance of those duties of the Hospitality and Band Banquet Committees.
- b) Ex Officio of the Budget Committee.
- c) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Treasurer or as may be assigned by the Board of Directors.
- d) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- e) Act as primary signer on the depository account requiring at least one additional signature for withdrawal.
- f) Keep records of the receipt and disbursement of all monies and securities of the MHSBPA, including Ways and Means, and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- g) Monitor the progression and operation of the annual budget, under the direction of the President.
- h) Prepare an annual financial report, under the direction of the President, for submission to the Board of Directors at the annual meeting.
- i) Prepare or cause to be prepared the appropriate income tax returns on behalf of the MHSBPA as a non-profit organization.
- ~~j) Maintain a listing of lessons learned and guidebook to aid incoming Treasurer.~~
- DELETION**
- k) Assist in the transition with the incoming treasurer (regarding financial accounts, programs, and systems) to ensure that records are up-to-date and accurate. The transition should be completed by June 1. **ADDITION**
- l) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.6. Band Director. The Band Director is first and foremost an employee of Santa Rosa School District as an instructor at Milton High School. His primary responsibility is to his employer as it affects his performance as the Band Director at Milton High School. The Band Director's duties as follows, reflect only his participation in the MHSBPA and may not be in conflict with or impede upon his responsibilities to the School District, Milton High School or the students of Milton High School. The Band Director shall:

- a) Act as a liaison between the MHSBPA and Milton High School and the Santa Rosa School District.
- b) Together, with the Budget Committee, prepare an annual budget for submission to the membership and the Board of Directors at the annual meeting.
- c) Coordinate, with the appropriate members of the MHSBPA, what avenues whereby the MHSBPA may best service MHS BAND and the Student Members.

ARTICLE V

Membership

Section 1. Eligibility. Any person sincerely interested in active participation to positively effect the objective of the MHSBPA, is willing to uphold its policies, and subscribe to its constitution, and may become a member.

Section 2. Classes. There shall be six classes of members as defined in the Constitution of Milton High School MHSBPA Association Bylaws:

- a) **Student Members.** Any registered student of Milton High School currently participating in instrumental music activities shall be eligible to become a member of the MHSBPA; but, shall have no rights, duties or obligations in the management or in the property of the MHSBPA.
- b) **Regular Members.** Any parent, grandparent and/or legal guardian of a Student Member shall be eligible to become a member of the MHSBPA. Only regular members in good standing are eligible to vote at the annual meeting.
All Officers, Board Members, Committee Members, Managers, and other elected or appointed officials must be active Regular Members in good standing.
- c) **Staff Members.** The Milton High School Band Director(s) shall become a member of the MHSBPA and shall be recorded on the membership as a member in good standing. The Band Director(s) shall participate as a member of the Board of Directors with all rights, duties and obligations in the management of the MHSBPA.
At the sole discretion of the Band Director(s), any staff members or Assistant Directors may be invited to participate in the activities of the Board of Directors; but, shall have no rights, duties, or obligations in the property of the MHSBPA.
- d) **Supporting Members.** Those employees of Milton High School, Santa Rosa County School District, or any person deemed desirable, but not directly involved/assigned to instrumental music instruction; and, have a direct official responsibility in the events and/or activities of MHS BAND shall be eligible to become a member of the MHSBPA; but, shall have no rights, duties or obligations in the management or in the property of the MHSBPA.
- e) **Alumni Members.** Any person who is a graduate of Milton High School that participated in the band for a minimum of one year in good standing; but, such person shall have no rights, duties or obligations in the management or in the property of MHS BAND for a minimum of four years after graduation.
At the discretion of the Band Director(s), and with the approval of the Board of Directors, any Alumni Member in good standing may serve and have the duties of Board Member, Officer, Committee Chairs, Committee Members, Managers, and other elected or appointed officials.
- f) **Honorary Members.** Any person who has made major contributions to MHS BAND may, by a majority vote of the Board of Directors and/or at the sole discretion of the Band Director(s), become an Honorary Member and shall have the same membership rights of a Regular Member.
At the discretion of the Band Director(s), and with the approval of the Board of Directors, any Honorary Member in good standing may serve and have the duties of Board Member, Officer, Committee Chairs, Committee Members, Managers, and other elected or appointed officials.
- g) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated and shall refer to all classes of membership unless otherwise stated.

Section 3. ~~Dues. Association membership dues may be established by a majority vote of the membership at the annual meeting.~~ **DELETION**

Section 4. Other affiliations. No member, regardless of class, shall be required to be affiliated with another organization or group to qualify as a member of the MHSBPA.

- Section 5. Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors.
- The Board of Directors, by a two-thirds vote of the present at any duly constituted meeting, shall have the authority to recommend discipline or suspend or terminate the membership of any member of any class – except the Student Class – when the conduct of such person is considered detrimental to the best interests of the MHSBPA, MHS BAND or the Student Class.
 - The Board of Directors shall have no authority whatsoever, in any capacity, over the membership status or participation of a Student Member in the MHSBPA or MHS BAND.
 - The Board of Directors shall have no authority whatsoever, in any capacity, over the membership status or participation of a Staff Member, whether the staff member is a paid employee or volunteer, in the MHSBPA or MHS BAND.

ARTICLE VI

Meetings

- Section 1. Monthly Meetings. The monthly meeting of the Members of the MHSBPA shall be held on the second Tuesday of each month.
- Notice of Monthly Meeting. Notice of the monthly meeting of the Members shall be emailed, as a primary method, at least ~~five (5)~~ **two (2) CHANGE** days in advance thereof setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.
 - Quorum. The presence in person of twelve (12) Regular Members, of which two (2) must be Board of Directors members, shall be necessary to constitute a quorum for a monthly meeting.
- Section 2. Annual Meetings. The annual meeting of the Members of the MHSBPA shall be held ~~at the~~ **in conjunction with the April CHANGE** Parent Meeting prior to the conclusion of the current fiscal year (school year) for the purpose of electing the Officers of the Board of Directors, receiving reports and for the transaction of such business as May property come before the meeting.
- Notice of Annual Meeting. Notice of the annual meeting of the Members shall be emailed or mailed at least five (5) days in advance thereof setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.
 - Quorum. The presence in person of twelve (12) Regular Members, of which two (2) must be Board of Directors members, shall be necessary to constitute a quorum for an annual meeting.
- Section 3. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the Secretary or President at their discretion, or at the request of the Band Director(s). Upon the written request of ten (10) Regular Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.
- Section 4. Voting. Refer to ARTICLE V Section 2 in its entirety.

- Section 5. Absentee Ballots. For the expressed purposes of accommodating a Regular Member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the BAND PARENT Nominations Committee. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Nominations Committee prior to the date of the annual meeting and the election of members to the Board of Directors. The Nominations Committee shall present all absentee ballots on the date of the annual meeting prior to the conduct of the election process.
- Section 6. Rules of Order. The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of all meetings, except where same conflicts with the Constitution and By-Laws of the MHSBPA.
- Section 7. Meeting Rules. Meetings will include as a minimum, the Pledge of Allegiance, reading of the minutes from the last meeting, a financial report, committee updates, and address of old business and new business in that order.

ARTICLE VII

Nominations and Elections

- Section 1. Nominations Committee. Nominations will be accepted from the floor at the February and March regular monthly meetings. The duties of the Nominations Committee shall include but not limited to:
- Receiving all nominations.
 - Confirming member accepts nomination.
 - Reporting all nominees who did not decline their nomination at the March meeting.
 - Accepting and qualifying nominations for the officers of the Board of Directors.
 - Preparing a ballot containing at least one nominee for each board position to be filled.
 - Presenting the slate of candidates to the general membership.
 - Collecting and counting ballots.
 - Developing and maintaining a listing of lessons learned.
 - Preparing an end-of-year report to aid the incoming Nominations Committee.
- Section 2. Election. Elections will take place at the annual meeting.
- Nominees will only be elected if they receive a majority vote of the Quorum.
 - In event of a tie or no nominee receives a majority vote, the vote must be taken again. Members should vote again at the same meeting. Ample time for debate and discussion should be allowed between voting. If after three tries, no nominee receives a majority vote, the assembly may elect to delay the vote until a later date, but the date must be determined and approved by the assembly prior to adjourning for the night.
 - In the event that no candidate receives a majority vote and votes are divided between more than two candidates and the candidates with the most votes do not tie (this would fall under Article V, Section 2.b "a tie"), the assembly may elect to conduct a run-off election at the same meeting. At the run-off election the two candidates with the most votes will compete. If a tie vote prohibits determination of the two candidates for the run-off, those nominees receiving the tie votes will participate in an elimination election. A majority vote is required to win the elimination election. If no nominee receives a majority vote during the elimination election, the assembly will vote on the one nominee who received the most votes in the initial election.
 - Officers will take office on the 1st of June.

ARTICLE VIII

Other Elected Officers, Duties and Powers

- Section 1. Trustees. The Trustees shall conduct a review of the financial and corporate records a minimum of every six (6) months, in ~~January and June~~ November & May **CHANGE** of each year and as directed by the Board of Directors.
- a) Trustees are elected for two year term, or until the successor is elected.
 - b) The terms of the Trustees will overlap so that normally, only one Trustee is elected each year. Trustees shall not be members of the Board of Directors due to potential of conflicts of interest.
 - c) Trustees represent the interests of the membership of the MHSBPA, as well as the MHSBPA governing body.
 - d) Trustees have the task of attempting to verify the truth and accuracy of the information contained in the MHSBPA financial and corporate records.
 - e) Trustees have the task of attempting to verify the members of the Board of Directors have a stewardship responsibility to see that the resources made available are used in the service of Milton High School Band.

ARTICLE IX

Committees

- Section 1. Appointment and Delegation of Authority. The Board of Directors shall have the power to appoint such committees as it shall determine necessary and to delegate such powers to them as the Board deems advisable and which it may properly delegate.
- Section 2. Standing Committees. Standing Committees are permanent committees that have oversight responsibility to develop, implement and monitor programs and activities within their jurisdictions, and in most cases in areas that cut across committee jurisdictions.
- Section 3. Select Committees. Select Committees are permanent committees that have oversight responsibility to develop, implement, operate and monitor programs and activities that do not fit clearly within existing standing committees' jurisdictions. These committees are an integral part of the organization that is required to ensure the effective performance of the standing committees.
- Section 4. Special Committees. Special Committees are permanent committees that have responsibility to develop, implement, operate and monitor programs and activities within their jurisdictions in which the Band Director(s) has direct oversight of and in which chairpersons are selected by the Band Director(s).
- Section 5. Ad Hoc Committees. Ad Hoc Committees are temporary committees that exist to accomplish a specific goal or set of goals within their jurisdictions, and then cease to exist. These committees are normally set up for shows and fund raiser events and are instituted at the discretion of the Board of Directors.
- Subsection 5.1. Constitution and Bylaws Review Committee. It is the responsibility of the Constitution and Bylaws Review Committee to review and recommend amendments and/or revision of the MHSBPA Constitution and Bylaws. The President should keep track of the date when the bylaws require review. Bylaws must be approved by the consensus of MILTON HIGH SCHOOL BAND PARENT ASSOCIATION members at a minimum of every three years so the review process should begin at least six months prior to that date,

although amendments may be made when needed. The duties of the Constitution and Bylaws Review Committee shall include, but not be limited to:

- a) Each member of Milton High School MHSBPA Board of Directors should have a copy of the current bylaws. Each member of Milton High School MHSBPA should be given a copy of the bylaws on request.
- b) During the summer, a constitution and bylaws chair is elected according to the procedures stated in the Milton High School MHSBPA constitution and bylaws, and a committee is appointed to conduct the review.
- c) The president provides:
 1. A copy of the current Milton High School MHSBPA constitution and bylaws for each member of the committee.
 2. A copy of the current Milton High School MHSBPA Constitution and Bylaws Template.
 3. A copy of Robert's Rules of Order Newly Revised. This is also available at libraries.
- d) Each committee member should become familiar with the current bylaws before the first committee meeting and begin to identify articles/sections that might need to be changed. Remember that items marked with the number sign (#) must be used WORD FOR WORD with no additions or deletions.
- e) At the first committee meeting, the group should identify items that might be amended and agree on a schedule leading up to the meeting at which the membership will vote on proposed changes. Keep in mind that thirty days' notice to the members is required for bylaws amendments.
- f) When the committee revisions are completed:
 1. Be certain to update your bylaws so that they reflect the mandatory words (# items) that are provided in the most current MHSBPA constitution and bylaws template.
 2. The committee presents their recommendations to the Board of Directors.
 3. The board reviews the committee report and notifies the MHSBPA members that the bylaws were reviewed and that changes were or were not proposed.
 4. If the only changes are the updated mandatory wording changes, then the changes may be made and the members informed. Amendments must be discussed and voted on at a meeting of the membership in accordance with the current bylaws.
 5. If changes are recommended, the old and new wording of the proposed changes along with an explanation for the proposals are provided to the general membership at least thirty days prior to the monthly meeting at which the changes will be voted on.
 6. The Board of Directors signs and dates the new bylaws and forwards three (3) copies (the original and 2 copies) with the new wording to the Secretary. **Bylaws must be submitted on the original form -- not re-typed. The original signed copy must be retained in the Secretary Permanent Records file.**
 7. A certified copy of the approved constitution and bylaws will be provided to each Board of Directors member.

Subsection 5.2. Audit Committee. It is the responsibility of the Audit Committee to verify the truth and accuracy of the information contained in the MHSBPA financial reports and corporate records, and by expressing an opinion on such information, make them more

believable and acceptable to all interested parties. The auditors must be unbiased and impartial regarding the material which is the subject of their audit. The committee will consist of a minimum of five members, including the two Trustees as chairs.

ARTICLE X
Contracted Instructors

Section 1. Contracted Instructors. The MHSBPA may contract individuals for the enhancement of the MHS BAND. Referrals for these individuals may come from the Band Director or MHSBPA Membership. The referred individual must submit a proposal for payment of services to the Board of Directors. The Board of Directors shall present proposal at a meeting to MHSBPA membership for approval. Approval must be made by three-fourths majority vote of members present. The independent contractor will then sign a contract to this effect and shall also sign the MHSBPA Conflict of Interest Policy.

ARTICLE XI
Financial and Accounting

Section 1. Fiscal Year. The fiscal year shall be July 1st through June 30th.

Section 2. Financial Accounts. The MHSBPA may establish one ~~or more~~ **DELETION** checking accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for MHSBPA purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the MHSBPA, shall be signed by such officer(s) or agent(s) for services and expenses thereof.

Subsection 2.1. Required Accounts. At a minimum the two following accounts are required:

- a) General Operating Fund This account shall be utilized for MHSBPA operating and/or MHS BAND expenses. This account must maintain a minimum balance of \$500.
- b) Scholarship Fund This account shall be utilized for the MHSBPA Scholarships. This account must maintain a minimum balance of \$3,000.

Section 3. Solicitation of Funds. The MHSBPA shall not permit the solicitation of funds in the name of MHS BAND unless all of the funds so raised are placed in the MHSBPA treasury. In the case of joint venture fund raisers, MHSBPA shall be permitted to solicitation funds in the name of MHS BAND and the other venture parties but all of the funds so raised must be placed in a joint venture fund raiser treasury, whereas at the completion of the joint venture fund raiser the funds are divided among the joint venture parties. At that time, MHSBPA share shall be placed in the MHSBPA treasury.

Section 4. Disbursement of Funds. The MHSBPA shall not permit the disbursement of MHSBPA funds for other than the conduct of the MHS BAND activities in accordance with the rules and regulations as set forth in this Constitution and By-Laws.

Section 5. Salaries and Compensation. No Officer or Member of the MHSBPA shall receive, directly or indirectly, any salary, compensating or emoluments from the MHSBPA for services rendered as Officer or Member.

Section 6. Financial Auditing. If any special review of the financial records is directed that encompass the entire time frame of any of the scheduled reviews, the general assembly may elect to accept that review in place of the scheduled review. The Board of Directors will instruct the Trustees to review the financial records from July through December of the MHSBPA at the January meeting. The Trustees will make their financial report to the general assembly no later than the February monthly meeting. The Board of Directors will instruct the Trustees to

review the financial records from January through June of the MHSBPA at the July meeting. The Trustees will make their financial report to the general assembly no later than the August monthly meeting.

Section 7. Deposits. Money collected will normally be deposited into the financial institution within 5 (five) calendar days of receipt.

Section 8. Event Accounting. Tally sheets will be utilized at all money raising events that involve the use of a cash box or cash register. Prior to departing the area of the sales event, two people must verify the cash on hand and sign the tally sheet. The event cashier or event coordinator must turn the tally sheet in to the Treasurer, Assistant Treasurer, or designated individual with the cash box/register. If the individual receiving the money is unable to verify accuracy the tally sheet at that time, an alternate time for turn-over of receipts must be arranged. Turn-over may be delayed a reasonable number of days, but will not exceed 4 business days. Anytime custody of event receipts are transferred from one person to another, the amount will be verified with the accompanying tally sheet and the receiving individual will sign the tally sheet and assume responsibility for the receipts. The individual relinquishing custody of the receipts will receive a copy of the tally sheet with the receiving individual's signature. If a copier is not available when receipts are turned over, a hand written note indicating the amount of receipts is acceptable - insure receipts from separate sources, i.e. registers or cash boxes, are identified on all documentation of event receipts.

Section 9. Purchases. When a member of the MHSBPA purchases approved items the member should present the receipt to the Treasurer within 4 business days of purchase to recoup the cost of the purchased items. The receipt must be turned in within 30 calendar days. If any receipt is turned in after 30 days, the general assembly must approve reimbursement prior to payment of receipt even if the expenditure was originally approved prior to purchase.

Section 10. Limitations on Debt. No debt shall be incurred by the MHSBPA beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the MHSBPA unless authorized by the Board of Directors. [Specifically, without limitation, no loan shall be made to any officer or director of the MHSBPA. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.]

Section 11. Expenditures. Expenditures shall be voted on and approved by a majority of Regular Member vote at any meeting. Emergency expenditures not to exceed ~~\$300~~ **\$600** may be approved by a two-thirds vote of the Board of Directors at any time. **CHANGE**

Section 12. Liability of Directors or Officers. No director or officer of the MHSBPA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the MHSBPA's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

Section 13. Liability of Members. No member of the MHSBPA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the MHSBPA's assets for payment.

Section 14. Accounting. Procedures for long-term repetitive accounting practices and processes should be identified and included in the Standing Rules and/or Accounting Policies and Procedures Manual.

ARTICLE XII

General Practices and Procedures

- Section 1. Correspondence. Correspondence to organizations can greatly impact how the MHSBPA and the MHS BAND are perceived. Thus the President will sign all correspondence from the MHSBPA after the Band Director(s) has reviewed and approved the final draft of the correspondence. The Secretary will prepare and send all correspondence unless responsibility for a document is placed upon a committee. If a committee prepares correspondence, the Secretary will advise and assist with document preparation only as much as requested by the committee Chairperson. The Secretary will forward documents, whether prepared by the Secretary or a committee, to the President. Once the President confers with the Band Director(s), and both are in agreement with the correspondence, it is returned to the Secretary or the applicable committee Chairperson for dissemination. Procedures for long-term repetitive documents should be identified and included in the Standing Rules and/or Administrative Policies and Procedures Manual.
- Section 2. Standing Rules. The Secretary will record all long-term motions and resolutions, customs, and traditions in the Standing Rules Administration Policies and Procedures Manual and/or other manuals of the MHSBPA.
- Section 3. Outside Support Organization Manual. The MHSBPA will adhere to and abide by all policies and procedures as set forth by the SRCSD Outside Support Manual (School Board Approved on 9/20/16) **ADDITION**

ARTICLE XIII

Indemnification

- Section 1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the MHSBPA or while serving as a director or officer of the MHSBPA, is or was serving at the request of the MHSBPA as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the MHSBPA to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the MHSBPA to provide broader indemnification rights than state law permitted the MHSBPA to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonable incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the MHSBPA shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the MHSBPA. To the extent authorized by state law, the MHSBPA may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.
- Section 2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, by-law, agreement, or otherwise.

- Section 3. Indemnification of Employees and Agents of the MHSBPA. The MHSBPA may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by the MHSBPA, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the MHSBPA to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the MHSBPA.
- Section 4. Insurance. The MHSBPA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the MHSBPA, or is or was serving at the request of the MHSBPA as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the MHSBPA would have power to indemnify the person against the liability under these by-laws or the laws of the state of Florida.
- Section 5. Changes in Florida Law. If there is any change of the Florida statute provisions applicable to the MHSBPA relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the MHSBPA to provide broader indemnification rights than the provisions permitted the MHSBPA to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.
- Section 6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the MHSBPA for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.
- Section 7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the MHSBPA's status as a tax exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws.

ARTICLE XV

Amendments

This Constitution may be amended at any time after such proposed amendment has been read in two regular meetings. Such amendment shall be passed by a simple majority of the members present.

ARTICLE XVI

Dissolution

Dissolution of the MHSBPA must be approved by passing a motion with three-fourths votes. However, if after three consecutive months the Board of Directors is unable to assemble sufficient members to constitute a quorum, the Board of Directors with a consensus of available members at the fourth meeting may make the determination to dissolve.

Upon the dissolution of the MHSBPA its governing body shall, after paying or making provisions for the payment of all of the liabilities of the MHSBPA dispose of all the assets of the MHSBPA exclusively for the exempt purposes of the MHSBPA in such manner, or to Milton High School Band or Santa Rosa

School District or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Code, as the MHSBPA's governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the MHSBPA's principal office is then located exclusively for the MHSBPA's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

ARTICLE XVII

Acceptance

WHEREAS this Constitution and By-Laws has been reviewed and accepted by a majority vote of those Regular Members present and signed into acceptance by the Board of Directors at the Regularly Scheduled Meeting of the Milton High School Band Parent Association, Inc., doing business as MHSBPA, and was voted into law tills date.

Approved and signed into acceptance on this 8th day of November in the year of 2011.

President

1st Vice President of Operations

2nd Vice President of Administration

Secretary

Treasurer

Director of Bands

Assistant Band Director