

Constitution

And

By-Laws

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

dba

MHSBPA

Originated in April 2011

Reviewed and Revised in August 2017

Revision in January 2019

Revision in January 2020

Reviewed and Revised in August 2024

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-(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 MHSBPA, 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 MHS BAND. 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 *The Board*

- Section 1. Board and Number. The management of the property and affairs of the MHSBPA shall be vested in the Board. The number of Board 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 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 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 unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.
- Section 3. Annual Election and Term of Office. At each annual meeting, the Regular Members shall determine the number of Board 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 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 shall not serve more than two (2) years once their child graduates unless running unopposed.

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

member who shall have been absent from two (2) consecutive regular meetings of the Board-without just cause as determined by the Board 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 member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the Board present at that meeting.

Section 5. Vacancies. If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Board 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 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 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 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 HSBPA in accordance with these bylaws. 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 an 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, 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 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 with 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/she is authorized by the President or the Board 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) If deemed necessary, recruit a Concession, Uniform and Equipment, & and 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 of the MHS BAND and oversee the effective performance of those duties of the Concession, Uniform and Equipment, and Transportation Committees.
- c) Preside as the Budget Committee chairperson and oversee the effective performance of the duties of the Budget Committee.
- d) 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/she is authorized by the President or the Board 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) If deemed necessary, 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 effectively publicizing, recording and funding the MHS BAND and oversee the effective performance of those duties
- d) Prepare the end-of-year report to be present and recorded at the annual meeting.

Subsection 7.4. Secretary. The Secretary shall:

- a) If deemed necessary, 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.
- c) Maintain a list of all Regular, Student, Supporting, Patron and Honorary Members, Directors and Committee Chairpersons and Members and provide notice of all meetings of the MHSBPA be given to the Board and Committees.
- d) Keep the minutes of the meetings of the Members and the Board; 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) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.5. Treasurer. The Treasurer shall:

- a) If deemed necessary, 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.
- b) Ex Officio of the Budget Committee.
- c) Perform such other duties as are customarily incident to the office of Treasurer or as may be assigned by the Board.
- d) Receive all monies and securities, and deposit same in a depository approved by the Board.
- e) Act as primary signer on the depository account requiring at least one additional signature for written checks.
- 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.
- 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 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) 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 the annual meeting.
 - k) Prepare end-of-year report to be present and recorded at the annual meeting.

Subsection 7.6. Band Director(s). The Band Director(s) 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(s) 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(s) shall:

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

ARTICLE V

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 November & May of each year and as directed by the Board. Trustees are elected for a two-year term, or until the successor is elected. 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 due to potential-conflicts of interest.
1. Trustees represent the interests of the membership of the MHSBPA, as well as the MHSBPA governing body.
 2. Trustees have the task of attempting to verify the truth and accuracy of the information contained in the MHSBPA financial and corporate records.

3. Trustees have the task of attempting to verify the members of the Board have a stewardship responsibility to see that the resources made available are used in the service of the MHS BAND.

Article VI

Membership

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

Section 2. Classes. There shall be five classes of members as defined in the Constitution of MHSBPA Association Bylaws:

a) 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, and other elected or appointed officials must be active Regular Members in good standing.

B) 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 be invited to participate in the activities of the Board; but, shall have no rights, duties, or obligations in the property of the MHSBPA.

C) 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.

D) 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

At the discretion of the Band Director(s), and with the approval of the Board any Alumni Member in good standing

may serve and have the duties of Board Member, Officer, Committee Chairs, Committee Members, and other elected or appointed officials.

- E) **Honorary Members.** Any person who has made major contributions to MHS BAND may, by a majority vote of the Board 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, any Honorary Member in good standing may serve and have the duties of Board Member, Officer, Committee Chairs, Committee Members, and other elected or appointed officials.

- F) 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. 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 4. Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors.

- a) 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 when the conduct of such person is considered detrimental to the best interests of the MHSBPA, MHS BAND
- b) The Board shall have no authority whatsoever, in any capacity, over the membership status or participation of a Student Member in the MHS BAND.
- c) The Board 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 VII
Meetings

Section 1. Monthly Meetings. The monthly meeting of the Members of the MHSBPA shall be held on the second Tuesday of each month unless deemed necessary to be moved to a separate date with just cause.

- a) Notice of Monthly Meeting. Notice of the monthly meeting of the Members shall be given at least two (2) 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.

- b) Quorum. The presence in person of twelve (12) Regular Members, of which two (2) must be Board 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 in conjunction with the June Parent Meeting.

Notice of the annual meeting - Notice of the annual meeting of the Members shall be given 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.

- a) Quorum. The presence in person of twelve (12) Regular Members, of which two (2) must be Board members, shall be necessary to constitute a quorum for an annual meeting.

Section 3. Special Meetings of the Board Special meetings of the Board may be called by any two elected members of the board and/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. Rules of Order. The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of all meetings, except where some conflicts with the Constitution and By-Laws of the MHSBPA.

Section 6. 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.

ARTICLE VIII

Nominations and Elections

Section 1. Nominations Committee. The nomination period will open at the February regular monthly meeting and close at the March regular monthly meeting. The duties of the Nominations Committee shall include but not limited to:

- a) Receiving all nominations.
- b) Confirming member accepts nomination.
- c) Reporting all nominees who did not decline their nomination at the March meeting.
- d) Accepting and qualifying nominations for the officers of the Board of Directors.
- e) Preparing a ballot containing at least one nominee for each board position to be

filled.

- f) Presenting the slate of candidates to the general membership.
- g) Collecting and counting ballots.
- h) Preparing an end-of-year report to aid the incoming Nominations Committee.

- Section 2. Election. Elections will take place ~~at the April~~ regular monthly meeting.
- a) Nominees will only be elected if they receive a majority vote of the Quorum.
 - b) In the 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.
 - c) Absentee Ballots. For the expressed purpose 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 Nominations Committee. The absentee ballot shall be properly completed and signed. The Nominations Committee shall present all absentee ballots on the date of the April regular monthly meeting prior to the conduct of the election process.

- Section 3 Annual Election and Term of Office. At each annual meeting, the Regular Members shall determine the number of Board 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 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 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 shall not serve more than two (2) years once their child graduates unless running unopposed.

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.

ARTICLE IX
Committees

- Section 1. Appointment and Delegation of Authority. The Board 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.

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 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 Robert's Rules of Order Newly Revised. This is also available at libraries.
 3. A copy of the Santa Rosa County District Schools Outside Support Manual
 - 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.
 - 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:

The committee presents their recommendations to the Board.

 1. The board reviews the committee report and notifies the MHSBPA members that the bylaws were reviewed and that changes were or were not proposed.
 2. Amendments must be discussed and voted on at a meeting of the membership in accordance with the current bylaws.
 3. 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.
 4. The Board 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.**
 5. A certified copy of the approved constitution and bylaws will be provided to each Board-member and Principal.

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.

ARTICLE XI
Financial and Accounting

Section 1. Fiscal Year. The fiscal year shall be June 1st through May 31st.

Section 2. Financial Accounts. The MHSBPA may establish one checking account or investment account with appropriate financial entities or institutions as determined in the discretion of the Board 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 evidence 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. It is recommended that this account maintain a minimum balance of \$2000.

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 solicitate 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.

Subsection 4.1 Bereavement/Hardship Clause – The MHSBPA Band may spend up to \$500 maximum to assist students and their families in the event of deaths and hardships. This includes bereavement flowers, family meals, funeral assistance, etc.

Section 5. Salaries and Compensation. No Officer or Member of the MHSBPA shall receive, directly or indirectly, any salary, compensation 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 encompasses 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 will instruct the Trustees to review the financial records from June through November of the MHSBPA at the November meeting. The Trustees will make their financial report to the general assembly no later than the December monthly meeting. The Board will instruct the Trustees to review the financial records from December through May of the MHSBPA at the May meeting. The Trustees will make their financial report to the general assembly no later than the June monthly meeting.
- Section 7. Deposits. Money collected will normally be deposited into the financial institution within 2 business 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. 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 handwritten 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. If any receipt is turned in after 4 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.
- Section 11. Expenditures. Special Expenditures shall be voted on and approved by a majority of Regular Member vote at any meeting. Emergency expenditures not to exceed **\$1000** may be approved by a two-thirds vote of the Board at any time. Expenditures for a board-approved event do not fall under these restrictions (*concession supplies, etc*).
- 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.
- Section 2. Standing Rules. The Secretary will record all long-term motions and resolutions, customs, and traditions.
- Section 3. Outside Support Organization Manual. The MHSBPA will adhere to and abide by all policies and procedures as set forth by the most recently updated SRCSD Outside Support Manual

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 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, 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 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, office, 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 disseminated to all MHSBPA members with 30 days' notice. 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 at the Regularly Scheduled Meeting of the Milton High School Band Parent Association, Inc., doing business as MHSBPA, and was voted into law this date.

Approved and signed into acceptance on this _____ day of _____ in the year of _____.

_____	_____	_____
<i>President</i>	<i>1st Vice President</i>	<i>2nd Vice President</i>
_____	_____	_____
<i>Secretary</i>	<i>Asst. Secretary</i>	<i>Treasurer</i>
_____	_____	_____
<i>Asst. Treasurer</i>	<i>Director of Bands</i>	<i>Assistant Director of Bands</i>

Revisions made by the By-Laws Committee of 2024-2025 School Year

Ryan Armstrong- Chair

Arlene Wires, Scottie Armstrong, Amanda Makar, Rachael Downs, Becky Wilson, Robert Wilson, Ashley Preston, Mattie Jones, Jacob Dean, Elyssa Forester, Becky Upton, Bryce Coats, Michael Schultz, Aaron Erskine, Scott Hassler, Angela Lindsey