

BYLAWS OF THE DUNLAP HIGH SCHOOL MUSIC & THEATER BOOSTERS, INC.

Article I - Name and Purpose

Section 1. Name. The name of this organization shall be the Dunlap High School Music & Theater Boosters, Inc.

Section 2. Purpose. The purpose of the organization shall be to promote and to support the students and the directors of the band, orchestra, chorus, and theater programs of Dunlap High School.

Article II – Membership

Section 1. Qualification. All parents of DHS students that are involved in music and theater activities, and interested Community Unit School District 323 residents, shall be considered general members.

Section 2. Rights and Responsibilities. The members shall have the right and responsibility to attend the general meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Members will have voice at general meetings and shall have the right to vote for the election of the executive board, approve the annual budget and approve amendments to these bylaws.

Section 3. Quorum. The members present at any general meeting of the organization with at least a simple majority of the executive board present and including the president or vice-president shall constitute a quorum for the transaction of business. The secretary should take attendance and announce if a quorum is present before voting occurs. In the absence of a quorum, the members may not take official action on items requiring a vote. If a member of the executive board will not be present at the meeting, the president may accept their vote by proxy which shall count toward a quorum.

Section 4. Meetings. There shall be general meetings of the organization held in each month throughout the year, with the exception of June and July, or as deemed necessary. If neither the president nor vice-president are available, the meeting shall be rescheduled or canceled.

Section 5. Agendas. Issues requiring voting must be submitted to the president no later than 1 week prior to the monthly meeting. Any submission given later than 1 week prior to the monthly meeting shall be tabled to the following month. It is the president's duty to inform the executive board members of all issues to be voted on at the meeting at least 5 days prior to said meeting.

Section 6. Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases where they are not inconsistent with these bylaws.

Article III - Executive Board

Section 1. Membership. The executive board shall consist of the elected officers and chairpersons of the standing committees.

Section 2. Officers. The officers of the organization shall be president, vice-president, secretary, and treasurer.

Section 3. Standing Committees. The standing committees of the organization shall be Communications, Fundraising, Special Events, Band Liaison, Orchestra Liaison, Chorus Liaison and Theater Liaison. Each standing committee shall consist of one chairperson and any sub-committee(s) as needed.

Section 4. Authority. The affairs, activities and operation of the organization shall be managed by the executive board. The executive board shall transact business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these by-laws. It may create special committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and generally conduct the business and activities of the organization.

Section 5. Meetings. The executive board may meet as needed to prepare for general meetings and to conduct the affairs of the organization.

Section 6. Quorum. A quorum of the executive board for the conduct of business shall consist of a simple majority of the executive board and must include at least 2 officers with one officer being either the president or vice-president.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the executive board may be taken without a meeting if all the officers consent in writing to taking the action without a meeting and to approving the action.

Section 8. Remote Participation in Meetings. Members of the executive board may participate in a meeting through use of conference telephone or similar communications devices, so long as members participating in such meeting can hear one another.

Section 9. Reimbursement. Executive board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV – Executive Board Elections

Section 1. Nominations. A nominating committee consisting of the current officers and led by the president shall begin seeking nominations in March of the year in which candidates will be elected and develop a slate of candidates. The candidates shall be presented as a draft slate of candidates at the April meeting. Additional nominees may be solicited until and including the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Section 2. Election. The executive board shall be elected at the May meeting of the organization by the members present. Executive board members shall assume their duties on the last day of the current school year following their election.

Section 3. Term and Vacancies. Executive board members shall serve a one year term. In the event of the resignation or loss of an officer or committee chairperson, the president may appoint a person to fulfill the remainder of the term.

Article V – Executive Board Duties

Section 1. President. The president shall be the principal executive officer of the organization and, subject to the control of the executive board shall in general supervise and control all of the activities of the organization. The president shall be a member of the executive board and, when present, shall preside at all meetings of the executive board and all meetings of the membership. The president shall select and appoint the chairpersons of all special committees and shall be an ex-officio member of all committees of the organization. The president is the primary liaison with the school administration and represents the organization to the student parents. The president leads the nominating committee.

Section 2. Vice-President. The vice-president shall be a member of the executive board and assists the president in the supervision and control of the activities of the organization. In the absence of the president, the vice-president shall perform the duties of the president. The vice-president shall perform such other duties as are assigned by the president or the executive board. It is highly desirable for the vice-president to be able to fill the role of president in the succeeding year. The vice-president is a member of the nominating committee.

Section 3. Secretary. The secretary shall be a member of the executive board. The secretary shall keep the minutes of the proceedings of the membership and the executive board and shall be responsible for the timely publishing of meeting minutes and retention of copies of the meeting minutes for a period of 7 years on the boosters website. Minutes are to be shared directly with the executive board, the music and theater directors, and to the DHS administration via the athletic director. The secretary shall perform such other duties as may be assigned by the president or the executive board. The secretary is a member of the nominating committee.

Section 4. Treasurer. The treasurer shall be a member of the executive board. The treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The treasurer will organize, document, and record all financial activities. The treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request. The treasurer is a member of the Nominating Committee.

The treasurer shall:

- As part of the budget committee, prepare an annual budget for review and approval by the members.
- Prepares and reconciles cash boxes for events where admission is charged and/or concessions are sold.
- Ensure that receipts are recorded for all cash received by the organization, including dues, donations, fundraising, event admissions and concession sales.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget, and are full documented.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each general membership meeting and at other times as requested by the executive board.
- Comply with requests for financial review or audit by executive board, stakeholders, school authorities or other financial governing bodies in a timely fashion.
- Prepare and maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all records over to the new treasurer.
- Maintain online donation methods (Guidestar, MySchoolBucks, AmazonSmile, etc.).

Section 5. Communications. The communications chair maintains a registry of email addresses of general members and manages the volunteer sign up and communications to student parents via the website, Facebook

and Twitter, SignMeUp, email and electronic calendaring. The communications chair also maintains the Eaglemusic.net web site.

Section 6. Fundraising. The fundraising chair plans and executes all fundraising activities for the organization, leading a committee of individuals to coordinate and execute sponsorships and donations, sales events such as Butterbraids, and special restaurant fundraiser nights. Coordinates with committee members for the distribution of order forms, collection of order forms and monies, and distribution of goods.

Section 7. Special Events. The special events chair plans and executes the general events that involve the band, orchestra, chorus, and theater areas, primarily the desert fundraiser at Fine Arts Night and the meal for the senior dinner.

Section 8. Band Liaison. Assists the band director as needed, communicating band needs to the executive board and presenting the director's report at monthly meetings in case of director's absence.

Section 9. Orchestra Liaison. Assists the orchestra director as needed, communicating orchestra needs to the executive board and presenting the director's report at monthly meetings in case of director's absence.

Section 10. Chorus Liaison. Assists the choir director as needed, communicating choral needs to the executive board and presenting the director's report at monthly meeting in case of director's absence.

Section 11. Theater Liaison. Assists the theater director as needed, communicating theater needs to the executive board and presenting the director's report at monthly meetings in case of director's absence.

Article VI – Finances

Section 1. Budget. A special budget committee is to be led by the vice-president consisting of a minimum of the vice-president, treasurer and fundraising chair. The budget committee shall prepare and present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenues and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for expenditures.

Section 2. Deviations. Any requested expenditure greater than \$100.00 over the budget must be approved by a simple majority of the executive board following discussion at the next official meeting. This includes the re-allocation of amounts between budget line items. A special request form must be filled out and submitted by the requester to the treasurer for these deviations. If an emergency situation arises between monthly meetings, following receipt of the request form the president, at his/her discretion, may call for an email vote to disperse funds. Without public presentation and discussion, a minimum 2/3 affirmative vote by all executive board members is required for approval.

Section 3. Reporting. Actual expenses relative to budget shall be updated and shared on a monthly basis to account for budget status throughout the year and to enable successive year planning.

Section 4. Long Term Planning. In order to represent revenues (savings) or expenses where planning is required over multiple year periods, a budget line item is to be used for year-to-year accruals.

Section 5. Obligations. The executive board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6. Loans. No loans shall be made by the organization to its officers or members.

Section 7. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the treasurer or president. Any authorization for signature by an additional officer may be made as approved by a 2/3 vote of the executive board and shall be set to expire at the end of the officer's term.

Section 8. Banking. The treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the executive board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted.

If debit or credit cards are established in the name of the organization, a policy approved by the executive board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 9. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the

executive board

- An officer or other person without check signing authority designated by the executive board may review all financial statements on a monthly basis
- If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization’s finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

Section 10. Financial Report. The treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization’s financial policies. The executive board shall have the report and the accounts examined annually.

Section 11. Fiscal and Tax Years. In order to coincide with Dunlap District 323, the fiscal year of the organization shall be from July 01 to June 30 but may be changed by resolution of the executive board. The tax year of the organization runs April 01 through March 31 of the following year due to align with the organization’s incorporation date.

Section 12. Financial Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, or cloud-based software with backup.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis. Store in binder or cloud-based software with backup.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile & file records on yearly basis. Store in binder or cloud-based software with backup.	Three (3) Years Store w/ financial records. Destroy after three years.

Article VII - Conflicts of Interest

Section 1. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of the organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict may exist when the direct, personal, financial or other

interest(s) of any executive board member, staff member or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises the interested person shall call it to the attention of the executive board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the executive board, excluding the person who is the subject of the possible conflict.

Section 2. Non-participation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the executive board is meeting. However, the person may be permitted to provide the executive board with any and all relevant information.

Section 3. Minutes of Meeting. The minutes of the meeting of the executive board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 4. Annual Review. A copy of this conflict of interest statement shall be furnished to each executive board member, employee and/or contractor who is presently serving the organization, or who hereafter becomes associated with the organization. This policy shall be reviewed annually for information and guidance of the executive board, staff members and contractors, and new executive board members, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

Article VIII – Indemnification

Every member of the executive board or employee of the corporation may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the executive board or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the executive board or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the executive board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the executive board or employee is entitled.

Article IX – Tax Exemption

Section 1. This organization is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

Section 3. No substantial amount of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the

publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. This organization agrees to adhere to all board policies and administrative procedures of the Dunlap Community School District. The District is not, and will not be, responsible for this organization's business or the conduct of its members. Donations by this organization to any school within the DCSD will not be earmarked for any particular expense. The organization may make recommendations, but cash or other valuable consideration will be given to the District to use at its discretion.

Section 5. This organization will maintain and protect its own finances. Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X - Amendments

These bylaws may be amended at any regular or special meeting of the organization by a two-thirds vote of the general members present, provided that notice of the amendment was made at the previous meeting.

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