

CODE OF BY-LAWS
OF
BALDWINSVILLE MARCHING BAND PROGRAMS BOOSTERS

ARTICLE I

NAME AND LOCATION

The name of the CORPORATION is *Baldwinsville Marching Band Boosters* (the “CORPORATION”).

The address of the CORPORATION’S Resident Agent is Director of Bands, Baldwinsville High School, 29 E Oneida St, Baldwinsville, NY 13027. The post office address of the registered office of the CORPORATION is: Baldwinsville Marching Band Programs Boosters, P.O. Box 612 Baldwinsville, NY 13027.

ARTICLE II

PURPOSES

Section 2.01. Non-Profit The CORPORATION is a public benefit corporation organized under NYS law, Section 402, as a non-profit corporation. The purpose of the CORPORATION is to support the Baldwinsville Marching Band programs through promotion, support and encouragement of the

Baldwinsville Marching Band Programs (the “Band”). Band programs include Field Band, Parade Band, Winter Drumline, Winter Guard, and Pep Band. The CORPORATION is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Some of the more specific purposes of the CORPORATION are as follows:

- a. To support the music program of the Band as that program is defined by the Director of the Bands*
- b. To be an advocate group for music education within Baldwinsville Central School District (BCSD).*
- c. To solicit charitable donations and otherwise promote and assist with those fund-raising activities conducted for the benefit of the Band.*
- d. To provide support and assistance to the Band for the purpose of enhancing the educational, social and music experience of the students*
- e. To promote and support the Band in its activities of giving public musical performances to local, state, and national communities*

f. To establish and maintain effective communications with the Baldwinsville Central School District ("BCSD") administration and Director of the Bands for the purpose of carrying out the foregoing supportive activities.

g. To pursue all other lawful activities consistent with Section 501(c) (3) of the Internal Revenue Code and the non-profit corporation statute of the State of New York.

Section 2.02. Vision Statement

To support the Directors in creative positive, educational experiences that develop leadership, integrity, creativity and respect in oneself and towards others.

Section 2.03. Mission Statement

It is the mission of the Baldwinsville Marching Band Programs Boosters to assist the Directors and school system in providing our students with the best music education possible while supporting them morally, physically, and financially. This includes apprising students of the opportunities available through program participation. We will strive to find ways to enable those with financial need to participate and enjoy the program's benefits. It is our aim to promote a spirit of fellowship and good will with all areas of the school district, while encouraging our students to be exemplary leaders and ambassadors for the entire school community.

ARTICLE III

MEMBERSHIP

Section 3.01. Booster Members Parents and/or Guardians of any regularly-enrolled student involved in the Marching Band programs of the BCSD and all Staff of the Band programs shall be considered Booster Members of the CORPORATION and will vote to elect the Board of Directors. If for any reason a student is no longer a regularly-enrolled, registered and eligible member, the Parent/Guardian will no longer be a member of the BMBB club.

Section 3.02. Associate Members. Current Marching Band programs students and their family as well as alumni students and their family may participate as non-voting, associate members of the CORPORATION. Associate members do not pay fees and may not serve as officers on the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

herein referred to as “BOARD”

Section 4.01. Board Officers The Board of Directors shall be composed of the current Director of the Baldwinsville Marching Band and all Board Officers as set out in Article V of this document.

Section 4.02. Board Meetings The Board shall meet monthly at least ten times a year, in executive session, preceding each monthly Booster Meeting of the CORPORATION, or otherwise as the Board may determine.

Section 4.03. Board Duties The Board will work collectively to further the goals of the organization, protect its interests, and prepare for the monthly meetings of the CORPORATION. The Board's duties include, but are not limited to, establishing policy and procedure for various CORPORATION activities and functions, establishing an annual budget, designating committee chairs, overseeing committee activities, overseeing CORPORATION finances, reviewing Form 990 annually before filing, protecting CORPORATION assets, and delegating tasks to other Booster members. In addition, the Board will review these bylaws annually and update as needed. Any communication of the status of any specific student will be kept confidential among the members of the Board.

Section 4.04. Board Actions A majority of the Board present at any regularly scheduled Board meeting shall constitute a quorum. The Board may vote or otherwise act on any matter by quorum at its monthly meetings, or by email, Zoom or Team meeting if necessary or expedient in the furtherance of the CORPORATION'S interests. A simple majority vote by the Board, or its quorum, is sufficient to approve or ratify any Board action or decision.

Section 4.05. Authority The Board has the authority to:

a) establish, assess, and collect all fees necessary to support the Baldwinsville Marching Band Programs.

b) utilize the services of other persons for professional advice in legal, accounting, marketing or any other subject, if the Board believes such advice is beneficial to the goals of the CORPORATION. Any person who attends the meetings of the Board in an advisory capacity only, shall not be considered a voting member of the Board, but is bound by the same rules of confidentiality as Board members. Any person or member receiving compensation from providing services or goods will recuse themselves from any vote that pertains to authorizing that service or good.

c) take any action that is necessary to preserve the CORPORATION'S' status as a not-for-profit organization. The Board may not take any action which endangers the CORPORATION's status as a not-for-profit organization such as engaging in private benefit or campaigning for political candidates.

Section 4.06. Booster Meetings The Board will hold meetings that are open to Booster Members and Associate members to discuss the activities of the CORPORATION, the needs of the Baldwinsville Marching Band Program, the CORPORATION'S finances, and related matters. A schedule of Booster meetings shall be published in advance through any appropriate means, such as email, newsletter, Band Calendar, and website postings. Agenda items will be available at the beginning of each meeting and meeting materials will be regularly posted and maintained on the band's website until the date of each Annual Election Meeting. All Booster meetings will be held in person or virtually at Baldwinsville High School unless the Board gives notice of a different meeting location through email and/or regular communication platform.

Section 4.07. Annual Election Meeting The CORPORATION'S' Annual Election Meeting shall be held at the regularly-scheduled April Booster Meeting unless the Board decides, for good cause, to reschedule the meeting to a different date. The date, time and place of the rescheduled meeting must be announced to the Booster membership at least seven days before. The rescheduled Annual Election Meeting must be held no later than the regularly scheduled June meeting.

ARTICLE V

BOARD OFFICER DUTIES

Section 5..01. President(s): Shall preside at all Board meetings and Booster meetings.

a) May call a special meeting of the Board at any time.

b) Is authorized to co-sign checks appropriately presented for payment by the treasurer.

c) Is authorized to approve and sign all other documents on behalf of the CORPORATION, including contracts, correspondence, tax returns, legal or business-related filings, or any other necessary transactions.

d) Shall oversee any fund raisers hosted by BMB Band Programs as well as Sponsor and Fundraising Committees.

Section 5.02. Vice President(s):

a) Shall preside at all Board meetings and Booster meetings in the President(s)' absence.

b) Shall assume the duties of President if the President(s) are unable or unwilling to perform their duties for any reason.

- c) Shall perform any tasks delegated by the President(s).
- d) Shall assist with overseeing any fund raisers hosted by BMB Band Programs as well as other committees.

Section 5.03. Treasurer(s):

- a) Shall promptly pay all expected budgeted bills which are presented for payment with appropriate invoices or receipts.
- b) Shall promptly pay any unbudgeted or unexpected bills after payment is approved by the Board, if the bills are presented for payment with the appropriate invoices or receipts.
- c) Shall promptly deposit all receipts in the CORPORATION'S' bank account and maintain an accurate balance of that account at all times, as assisted by the Records Treasurer.
- d) Shall prepare and retain a copy of:
 - financial statements and reports for each Board meeting and Booster meeting
 - a year end financial statement and treasurer's report for the fiscal year
 - annual tax returns
 - annual 501(C)(3) filings
 - 1099's
- e) Shall promptly produce bank account(s) statements and supporting documentation for review or audit at any time it is requested by the Board
- f) Shall co-sign all checks appropriately presented for payment payable from the CORPORATION's bank account(s)
- g) Shall sign all other documents which require a second signature in addition to that of the President(s).
- h) Shall obtain a second signature for any check or reimbursement payable to any board member from another non-interested board member.
- i) Shall assist in the preparation of an annual budget and obtain an estimate of fees and costs from the BMB Band Directors to prepare that budget.

Section 5.04 Secretary(s):

- a) Shall keep a copy of the minutes of all Board meetings and present those minutes for approval at the subsequent Board meeting.
- b) Shall maintain a permanent file of all official CORPORATION correspondence, Board minutes, reports, financial statements, budgets, meeting materials and other documents in accordance with the CORPORATION'S' document retention policy (Article X of these Bylaws).
- c) Shall be responsible for all official correspondence from the CORPORATION.

- d) Shall regularly post all meeting materials of the Booster meetings on the band's website.
- e) Shall collect and distribute binders for new Board members which contain relevant information for officers, including current copies of these bylaws, balance sheets, policies, etc.

Section 5.05. Records Treasurer:

- a) Shall maintain accurate records of all fund raising activities and assist the Treasurer with deposits if requested.
- b) Shall prepare student fund raising goals and updates to each BMB band program student's parent/guardian.
- c) Shall prepare timely and accurate fund raising information to present at all Board meetings and have on hand for all member meetings.
- d) Shall maintain the confidentiality of all student fund raising activities.

Section 5.07 Ad Hoc Board Member

- a) Shall be appointed by the Board President
- b) Will partake in all meeting and discussions and has voting rights.

Section 5.06. Band Director(s): Retains all decision making power and authority over the Music, Theme, Uniforms, Props, Accessories, or Design of any of the BMB program's show or performance and creative control of each program.

ARTICLE VI

ELECTION OF BOARD OFFICERS

Section 6.01. Officer Nominations

The nominating committee shall prepare a slate of officer candidates for consideration by the Booster Members. Nominations for officers may also be made by any interested Booster Member at least one week before the Annual Election Meeting.

Section 6.02. Slate of Nominees The slate of proposed nominees shall be provided to the Booster Members at least one month before the Annual Election Meeting.

Section 6.03. Officer and Candidate Qualifications All candidates for office must satisfy the following criteria, both at the time of their nomination and election, and if elected, during their entire term of office:

- a) Be a Booster Member of the CORPORATION

B) Satisfy all conditions required for direct volunteer-student contact imposed by the BCSD or the CORPORATION. These conditions include keeping a current valid and “clean” criminal background check on file with BCSD.

c) Only one member of a student’s family may be a Board Officer at the same time.

d) The president shall have been an officer of the CORPORATION at least one year prior to his/her election to this office. If none of the past officers are willing to serve, the president may be elected from the membership-at-large.

Section 6.04. Election of Officers Officers shall be elected at the Annual Election Meeting. A simple majority vote of the Booster Members who cast a ballot shall be sufficient to elect any officer.

Section 6.05. One Ad Hoc Board Member will be appointed by the President prior to the first scheduled board meeting of the new fiscal year.

Section 6.06. Length of Service Officers will serve in their elected office for a period of two years; however, an officer may serve for only one year if the shorter term is approved by the Booster members when the prospective officer is elected into office. No person shall hold the same office for more than two consecutive years unless the additional length of service is expressly approved by a majority vote of the Booster members.

Section 6.07 Resignation or Removal An officer may be removed for cause by a majority vote of the disinterested members of the Board. Cause may include, but not be limited to, misfeasance, neglect of duty, dishonesty, failure to maintain the qualifications necessary for office set forth in Section 6.03., or any other action which is deemed harmful to the CORPORATION or the BMB Band Programs. In the event any officer resigns or is removed from office, the other members of the Board may, by majority vote, appoint another Booster Member (including the remaining officer who shared duties with the departing officer) to serve in place of the departing officer, so long as the appointee meets the qualifications necessary for office in Section 6.03. The appointment of any such replacement officer shall end at the date of the next Annual Election Meeting, unless that person is elected into office in accordance with 6.04. above.

ARTICLE VII

COMMITTEES

Section 7.01. Standing Committees The CORPORATION’S’ Standing Committees shall be chaired by a Booster member(s) designated by the Board. The Standing committees shall consist of the following:

a. Food Committee: provides food, drinks, and snacks to all band students, staff, and volunteers as needed.

b. Equipment and Props Committee aka Pit Crew: responsible for building, storing, loading, and transporting Band equipment and props to various activities, competitions, and trips as needed.

c. Home Show Host Committee: organizes, manages, promotes, and supervises all tasks associated with hosting competitions for the Band Programs at Baldwinsville High School.

d. Fundraising Committee: organizes, manages, and promotes all existing band fundraisers and makes recommendations for new and innovative ways of making additional income. Solicits contributions, grants, and funding from private or public sources for the financial support of the Baldwinsville Marching Band Programs and its general fund from sources within New York and from sources outside New York if the CORPORATION has registered as a soliciting non-profit entity in accordance with the laws of that jurisdiction.

e. Uniform Committee: Cleans, stores, maintains, repairs, and sizes all Band uniforms; assists with outfitting Band students for performances; organization of uniforms for transportation as necessary.

f. Special Events Committee: Plan and implement events that promote the culture of the band program internally within band activities and externally with the community.

Section 7.02. Ad Hoc Committees The Board may create temporary committees or designate individuals to undertake any other activity that supports the Baldwinsville Marching Band Program, including, but not limited to: spirit wear sales, fundraising product sales, individual fundraising opportunities for students and members, band student photos or buttons, Marching Band events, Preview Nights, and recruiting events.

Section 7.03. Authority of Committee Chairs: All committee chairs, including ad hoc committee chairs, will serve at the Board's discretion. The Board will appoint all chairs and determine the length of their appointment. The Board may, at any time, limit or restrict the scope of any chair's authority, or terminate their appointment for any reason.

All committee chairs must, if applicable:

a. Provide the Board with a written proposal describing the committee's planned activities including a timeline, proposed budget, or other information when requested by the Board;

b. Provide regular reports of the committee's current activities at Booster Meetings;

c. Obtain Board approval of the committee's proposed budget before making any expenditures;

d. Ensure that all committee expenditures comply with the approved budget, unless the committee chair obtains prior authorization from the Board to incur an unbudgeted expense;

e. Provide detailed receipts to substantiate all expenditures;

- f. Provide the Board with a status report of the committee's activities, income, and expenses;
- g. Provide a written summary of the committee's activities and final accounting of its income and expenses to the Board within 30 days after the committee has completed its tasks;
- h. Return all CORPORATION property to the Board at the conclusion of the committee's activities, including all business references, participant lists, vendor lists, contacts, sponsor lists, advertising material, or any other information generated or used by the committee in furtherance of its activities;
- i. Obtain Board approval of the committee's use of social media to promote Band activities, and any committee member's individual use of the CORPORATION's name to promote his or her personal interests.

Section 7.04. Committee Chair Requirements All committee chairs must satisfy the qualifications for officers set forth in Section 6.03. In addition, any person who assists any committee which has direct contact with Baldwinsville High School students must have a valid criminal background check on file.

ARTICLE VIII

USE OF FUNDS

Section 8.01. Annual Budget: The budget is determined by the Board. All Board Members must be present and the budget must be approved by a $\frac{2}{3}$ majority vote at the June Board meeting. Upon request, it will be made available at the Annual Election Meeting.

Section 8.02. Unbudgeted Expenses: It is the intent of the Boosters that all reasonably foreseeable expenses be identified and included in the proposed annual budget approved at the June Board Meeting. Nevertheless, the Board recognizes that additional expenses may arise during the year that could not be reasonably anticipated. The Band Director incurring such expense will promptly notify the Board of the nature and amount of the unexpected expense so the Board can consider the expenditure before it is incurred. If the Band Director determines that it is in the best interests of the Baldwinsville High School Band Program to immediately incur the unexpected expense, he or she will notify the Board of the nature and amount of the incurred expense, not to exceed the amount set as the discretionary budget, as soon as practicable so that the Board can make any necessary financial adjustments.

Section 8.03. Audit The CORPORATION shall have taxes filed and its books reviewed annually by an independent third-party Certified Public Accountant (CPA) that is selected by the Board. A full financial audit can be called by the board when deemed necessary.

Section 8.04. Tax Exempt Status The CORPORATION shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining

exemption from Federal Income taxation as a CORPORATION described in section 501 of the Internal Revenue Code of 1954 or (2) cause it to lose such exempt status

Section 8.05612. Fiscal Year The fiscal year of the CORPORATION shall begin on the first day of July in each year and end at the close of the last day of June next succeeding.

ARTICLE IX

PROTECTING CONFIDENTIAL AND PROPRIETARY INFORMATION

Section 9.01. Preventing Disclosure Board Officers and committee chairs shall take reasonable measures to prevent the disclosure of any confidential or proprietary information held by the CORPORATION. This information includes, but is not limited to, medical and personal records of the Baldwinsville High School band students, CORPORATION sponsorship/donation lists, and sponsor/donor contact information. Board members and committee chairs may only disclose confidential and/or proprietary information to other Booster members to the extent necessary to accomplish the goals of the organization. Members may not disclose this information to any third party without approval by the Board.

ARTICLE X

DOCUMENT RETENTION POLICY

The Board, through its secretary, will maintain physical or electronic copies of its records for the minimum period specified as follows:

Section 10.01. Documents to be Retained for One Year:

- a. current report to the Secretary of State
- b. current names, addresses and email addresses of all Booster members
- c. current names of all Baldwinsville Marching Band Programs students

Section 10.02. Documents to be Retained for Three Years:

- a. minutes, resolutions, and agendas for all Board Meetings
- b. meeting materials for all Booster meetings
- c. all written communications to Booster members
- d. all financial statements and budgets furnished to Members
- e. all insurance papers, endorsements, and correspondence

Section 10.03. Documents to be Retained for 7 years

a. all audits, accounting records, 1099, 990, IRS correspondence, etc

Section 10.04. Documents to be Retained Indefinitely:

a. Articles of Incorporation

b. Bylaws and all amendments

ARTICLE XI

AMENDMENTS

Section 11.01. Proposed Bylaw Amendments Amendments to these Bylaws may be proposed by any member of the CORPORATION. Proposed amendments must be submitted to the Board in writing for consideration. Any amendment of these Bylaws shall require a two-thirds majority vote of all the Board Members after said amendment has been considered at a previous board meeting.

Section 11.02. Proposed Revisions to the Articles of Incorporation The power to make, alter, or repeal the Articles of Incorporation is vested in the Board of Directors. Any amendment or revision to the Articles of Incorporation will only be effective (1) after the Booster members are notified of the proposed change and the date the proposal will be voted on; and (2) the members approve the proposed amendment by majority vote at a regularly scheduled Booster meeting.

ARTICLE XII

DISSOLUTION

Section 12.01. Dissolution In the event of dissolution of the CORPORATION, assets shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Approved by board: 6/17/2024