

# BYLAWS OF THE WILDCAT COUNCIL OF MUSICAL EXCELLENCE

## ARTICLE I. General

**Section 1.01 Name.** The name of this Corporation shall be THE WILDCAT COUNCIL OF MUSICAL EXCELLENCE.

**Section 1.02 Purpose.** The Corporation hereby also referred to as the Organization is organized exclusively for the promotion of the music programs at Academy Schools whose mission is based on the vision and goals of the Academy Schools Music Department Chairperson, including but not limited to the following:

To seek and administer funding and organize events and projects.

To sponsor a Tri-M chapter.

To sponsor scholarships for lessons, band camp, instrument rental and college.

To sponsor nationally registered awards for recognizing individual students within the department.

To develop an Organization with an active and involved membership that is concerned with the total music program and all of its participants.

To aid and support the music department staff in the areas of music promotion, publicity, and program development.

**Section 1.03 Non-profit Status.** Notwithstanding any other provisions of these By-Laws, the Organization shall carry out activities permitted by an Organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or by an Organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE II. Membership and Fees

**Section 2.01 Membership.** There shall be one class of membership in the Organization, i.e., the adult members of any household who have paid a membership fee for the current year.

**Section 2.02 Membership Responsibilities.** The general membership shall demonstrate their affiliation through payment of yearly dues and commitment to sponsored events,

attending monthly meetings, support of fundraising efforts, and attendance (when possible) at all music events.

**Section 2.02 Membership Fee.** A membership fee, established yearly by the Executive Board, shall accompany each application for membership and shall become the property of the Organization.

**Section 2.03 Membership Voting.** Other than the rights specifically granted by other provisions of these articles, the General Membership will have voting rights and those rights shall be for those members present unless otherwise stated in these articles.

### **ARTICLE III. Board of Directors**

**Section 3.01 General Powers.** The affairs of the Corporation will be managed by its Board of Directors, except as otherwise expressly required by these bylaws. The terms Board of Directors and Executive Board are synonymous for use throughout these bylaws.

The Board of Directors shall:

- (a) Approve the expenditure of all funds. Any expenditure above \$1000 shall be presented at a General Membership Meeting and voted on by the board and the general membership for majority approval or disapproval;
- (b) Approve the President's creation and dissolution of all necessary committees and chairpersons;
- (c) Approve the recommendations of all committees and shall have ultimate responsibility for the actions of these committees;
- (d) Set the time and date of General Membership Meetings and give members timely notification;
- (e) Approve goals and budget targets annually, at least. Oversee all activities of the Organization.

**Section 3.02 Number and Terms of Office.** The number of directors shall be five. The number of directors may be increased or decreased from time to time by amendment to these bylaws, but in no event shall the number of directors be less than three. The directors constituting the initial Board of Directors shall be as specified in the articles of incorporation and shall serve as directors until they resign, die, meet term limits as specified by these articles or are replaced through the election of officers at the Annual

Business Meeting in 2007. The Board of Directors shall have one permanent member not limited by term limits. That member shall be the Music Department Chairperson for The Academy Schools. The Music Department Chairperson, or anyone appointed by the Music Department Chairperson in lieu of him or her self shall have full voting rights on this Board. A term is one fiscal year, July 1 through June 30. An individual may not serve in the same elective capacity for more than two consecutive terms.

**Section 3.03 Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number will be filled by affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors may exist. Any vacancies can only be filled at a General Membership Meeting. Any member may seek to be appointed to the vacancy by simply letting the board know of their desire to serve. The director appointed to fill the vacancy would then have to be approved by majority vote of the General Membership in attendance. If approved by the General Membership the director appointed to fill the vacancy would hold that seat for the unexpired portion of the term or until the Annual Business Meeting when they or their successor shall have been duly elected. If the director appointed to fill the vacancy is not approved by the General Membership, the vacancy would go unfilled until the next General Membership Meeting when an election of a replacement would take place under the guidelines stated in Section 3.11 of these bylaws.

**Section 3.04 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of directors present may adjourn the meeting without further notice.

**Section 3.05 Committees.** The board of directors, by resolution adopted by a majority of the directors may designate and appoint one or more committees, each shall consist of at least one Board of Directors member and as many members from the general membership as deemed necessary.

**Section 3.06 Removal.** Any officer or member of the Corporation may be expelled or suspended from membership for conduct detrimental to the name or welfare of the Organization, such expulsion or suspension creating a vacancy in any office then held by such a member. Written charges, which can be brought by any member of the Organization, shall be filed with the Board of Directors and signed by a member or members of the Board of Directors as an indication of receipt of charges. Such signature is in no way an indication that said board member agrees with the charge(s), but is meant solely as proof that the charge(s) has been received. The accused person shall have the opportunity to be heard in person before the general membership and the general membership must vote in favor of expulsion or suspension by a 2/3 vote to make such action effective.

**Section 3.07 Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation

shall take effect at the date of receipt of such notice or at any later time therein specified, and, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.08 Action with out a meeting.** If action on behalf of the Organization is necessary before it is reasonable to convene the General Membership Meeting, the President shall take such action based on the majority vote of the Executive Board, comprised of the four officers and the Music Department Chair. A report of the action taken shall be made at the next General Membership Meeting.

**Section 3.09 Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

**Section 3.10 Veto.** The Music Department Chairperson, or anyone so appointed by him or her, shall have the power to Veto any decision of the board of directors. The Board of Directors can appeal to the General Membership to overturn the veto by a 2/3 vote by written proxy of all General Membership members.

**Section 3.11 Election of Board of Directors.** The election of board members for all offices shall take place annually at the Annual Business Meeting. All General Members with membership of at least 60 days and incumbent officers that have net met term limits are eligible to run for any board position. All candidates must state there intention to run for the board and what office they wish to hold no later than the April General Membership Meeting. At the Annual Business Meeting all members present with membership of at least 60 days may vote on each board opening. All board seats shall be awarded by simple majority, in case of a tie, the winner shall be chosen by the flip of a coin. All newly elected board members shall assume there respective seats at the next scheduled General Membership Meeting or Executive Board Meeting. Out going board members shall meet with their replacement prior to the next scheduled General Membership Meeting or Executive Board Meeting to familiarize their replacement with the duties and other need to know items of the office they are to assume.

## **ARTICLE IV. Officers**

**Section 4.01 Officers.** The officers of the Corporation shall consist of the President, Vice-President, Secretary, Treasurer and Music Department Chairperson or his or her designee and such other officers as may be elected in accordance with the provisions of this article.

**Section 4.02 Duties.**

(a) **President.** The President shall perform or delegate his or her duties as follows:

- (1) Preside at all meetings;
  - (2) Appoint committee chairpersons with the concurrence of the Executive Board;
  - (3) Appoint and/or dissolve all other committees as required;
  - (4) Serve as executive-official member of all committees;
  - (5) Serve as primary spokesperson for the Organization, except as otherwise specified;
  - (6) Direct goals and budget performance.
- (b) **Vice President.** The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate.
- (c) **Secretary.** The Secretary shall keep a record of all the proceedings of the General Membership Meetings and Executive Board Meetings of the Organization. A record of the decisions of the General Membership meetings and Executive Board Meetings shall be kept in the Music Department office. A summary of the decisions made in these Meetings should go out to the general membership each month.
- (d) **Treasurer.** The Treasurer shall maintain a complete set of books of account in accordance with generally accepted accounting principles and practices. The Treasurer shall make disbursements from the Organization's encumbered funds and the general fund, and shall pay expenses approved by the Executive Board and shall secure proper vouchers thereof and shall receive and deposit moneys of the Organization in the Organization's checking and/or savings account. The Treasurer shall report the amount of money available in the general fund and encumbered funds at each monthly General Membership Meeting. The Treasurer shall maintain a complete and current list of all members, collect dues, and conduct ongoing efforts to recruit new members.
- (e) **Music Department Liaison.** The Music Department Chairperson or anyone appointed by the Music Department Chairperson in lieu of him or her self shall serve as the liaison between the school and the Music Booster Organization with voting privilege.

## ARTICLE V. Meetings

**Section 5.01 Annual Business Meeting.** The Annual Business Meeting of the Organization shall be held at the May General Membership Meeting. The purpose of this meeting in addition to being a General Membership Meeting is to elect or reappoint Board members, ratify any changes to the Organization bylaws and address any other issues that might be on the agenda at that time.

**Section 5.02 General Membership Meetings.** General Membership Meetings shall be held monthly. Meetings shall be open to all interested persons. The time and location will be posted at main school entrances no later than 72 hours before the scheduled meeting by the Organization secretary or designated person. The purpose of this meeting shall be to conduct the ongoing business of the Organization as it pertains to the general membership. It shall also serve as the quorum for any issues that the General Membership has the right to vote on as outlined in these bylaws.

**Section 5.03 Executive Board Meetings.** Executive Board Meetings shall be held once monthly unless otherwise specified by the Executive Board. The purpose of this meeting will be to conduct the ongoing business matters of the Corporation. This meeting can be conducted in conjunction with the regularly scheduled General Membership Meetings as the Board of Directors see fit. All meetings of the Executive Board shall be open to all Organization members. The Board of Directors can call an executive session thereby restricting access to matters that are of a personal or sensitive nature such as Article VIII might imply.

**Section 5.04 Robert's Rules of Order.** Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Organization, its Executive Board, and its Committees.

## ARTICLE VI. Finances

**Section 6.01 Banking.** All monies shall be deposited to the credit of the Organization in a financial institution or institutions selected by resolution of the Executive Board.

**Section 6.02 Authorized Signatures.** There will be two signers on the banking account and the President and the Treasurer shall both be signers. Other officers may be added based on the needs of the Organization. The President and the Treasurer are responsible for the accounting and banking of the Corporation.

**Section 6.03 Funds and Expenditures.** Funds raised by projects that have a specific advertised purpose, shall be deposited (and separately tracked) in the Organization's general fund to ensure that it is disbursed for the advertised and agreed upon purpose and to safeguard the integrity of the Organization. All other funds shall be deposited and disbursed as the Board of Directors see fit. Expenditures over \$100.00 require a majority

approval of the Board of Directors. Expenditures less than \$100.00 can be made at the Presidents and the Music Department Chairperson's discretion.

**Section 6.04 Large Expenditures.** Payments for purchases over \$1,000 shall require signatures of the President and Treasurer and require majority approval by the General Membership.

**Section 6.05 Check Review.** All checks over \$100.00 must be reviewed by the Executive Board before any checks are dispersed.

**Section 6.06 Vender Payments.** All payments to vendors over \$600 require the vendor to have a 1099 on file with the Organization for non-profit Corporation tax reporting purposes.

## **ARTICLE VII. Amendment of These By-laws**

**Section 7.01 Amendments.** Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to the Annual Business Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual Business Meeting.

**Section 7.02 Adoption.** Amendments may be adopted at the Annual Business Meeting by a 2/3 majority of those members present.

## **ARTICLE VIII. Addressing Complaints**

**Section 8.01 Complaints.** All complaints or grievances directed towards the Corporation are required be put in writing before they will be addressed by the Executive Board. After the complaint has been received, the Executive Board will hold a special meeting to address the concerns of the individual(s) and then if necessary, they will vote on a resolution.

## **ARTICLE IX. Termination of Corporation**

**Section 9.01 Dissolution.** Should the Music Department Chairperson find that this Organization has served its purpose to an end or is not serving its purpose as he or she had intended, he or she may declare its dissolution with or without the full support of the Board.

**Section 9.02 Liquidation.** Should the Corporation be terminated or abolished for any reason whether by voluntary or involuntary action or by operation of law then all assets of the Corporation of whatever type or character shall be distributed as follows and in the order of priority indicated.

First: Payment of all obligations claims or liabilities against the Corporation except the claims of members of the Corporation. If such funds are not available, all items belonging to Corporation are subject to a liquidation sale. The proceeds of the sale are to be used to pay all obligations first.

Second: Any assets remaining after payment of obligation, as set out above shall be distributed to a 501(c)(3) Organization which has a similar purpose to promote music.