**BYLAWS**

**For the**

**Yulee Band Parent Association**

**Article I Name and Purpose**

**Section 1.01. Name.** The name of this organization shall be **Yulee Band Parent Association**.

**Section 1.02. Purpose.**

The organization is comprised of parents, business, and community leaders who have a vested interest in the success of the band programs at Yulee High School. The purpose of this association shall be to create interest in and give moral and financial support to the music and related performance programs that are directly overseen by the Music Director of Yulee High School (YHS), but in no way interfere with the teaching policies of the Music Director. The Yulee Band Parent Association accomplishes this by providing financial, logistical, and moral support in a balanced fashion for all these programs and the students who participate in these programs.

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

The members of the Yulee Band Parent Association provide funding and support in the

following ways:

* Raising money to offset the expenses of Marching Band Competitions
* Providing volunteers and administrative support for all Band related activities and events. Administrative support includes such items as assisting in budget preparation for the Marching Band and other Band groups, collecting money for band “fair share”, paying expenses, purchasing additional items the band requires for shows such as costumes, props, equipment, uniforms, and other duties as approved by the Board of Directors.

A portion of the money raised by the Association will be used for administrative expenses of the club and for equipment and supplies needed to support fund-raising activities. This may include items like food to be sold in concessions, equipment to be used in concessions, administrative supplies to include registers, software, and paper items, and legal fees as required to conduct business.

It is the goal of Yulee Band Parent Association to act in reasonable cooperation with Yulee

High School and the Nassau County School District administration. The Association Board of Directors will seek open communications and carefully consider advice and requests from

the Band Director, Principal, and other Nassau County administrators in their business

decisions.

**Article II Membership**

**Section 2.01. Membership.** All parents and guardians of a child enrolled and participating in a Yulee High School Band program shall be considered voting members of the organization. Non-voting membership is available to those persons who wish to assist the organization but who do not have a child enrolled. Non-voting membership is also extended to parents/guardians of 8th grade students whose children are enrolled and participating in the Yulee Middle School Band and who plan to participate in the Yulee High School band in the upcoming (next) school year (referred to as “upcoming” students).

**Section 2.02. Rights and Responsibilities.** Voting members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on the committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws. Per Nassau County School District requirements, all parents/guardians who volunteer at events that include students are required to participate in background screening processes and procedures as communicated by the School District.

**Section 2.03. Quorum.** The members present at any membership meeting of the organization, provided two thirds (2/3) or more members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which quorum is not present shall be discussed and decided by the Board Officers.

**Section 2.04. Meetings.** Meetings of the General Members of the organization will occur monthly on the first Thursday of the month.  Meetings will be held every month of the year, to include summer, unless special circumstances require cancellation. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Board Officers or at the request of two thirds (2/3) or more members in writing to the Board Officers.

**Article III Board of Directors**

**Section 3.01. Membership.** The Board of Directors shall consist of no less than three (3) members and no more than seven (7) members. The Executive Board shall consist of Three (3) members and the Board Officers shall consist of remaining members. All members of the Executive Board and Board Officers must currently have a student enrolled in the Yulee High School Marching Band, to include the Color Guard. Only one (1) guardian per family may serve on the Board of Directors (Executive Board and/or Board Officers).

**Section 3.02. Authority.** The affairs, activities and operation of the organization shall be managed by the Board Officers. The Board Officers shall transact necessary 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 bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization. The Executive Officers shall manage all “business” related operations of the organization such as all activities related to the organizations non-profit status and requirements, insurance, and legal requirements, etc. The Executive Board shall also serve as mentors to Board Officers.

**Section 3.03. Meetings.** The Executive Board and Board Officers shall meet not less than monthly to prepare for general membership meetings and to conduct the affairs of the organization.

**Section 3.04. Quorum.** A quorum of the Executive Board for the conduct of business shall consist of at least two (2) members in attendance. A quorum of the Board Officers for the conduct of business shall consist of two (2) members within a three (3) member board or three (3) members within a four (4) member Officer Board.

**Section 3.05. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06. Participation in Meeting by Video or Audio Conference Call.** Members of the Executive Board and/or Board Officers may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.07. Reimbursement.** Executive Board members shall serve without compensation with the exception that approved 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 Officers and Their Elections**

**Section 4.01. Officers.** The officers of this organization shall include one President, one or more Vice Presidents, a Secretary, a Treasurer and such additional officer(s) as may be elected or appointed by the Board Officers from time to time. Officers of the Board must have a student currently enrolled as a member of the Yulee High School Marching Band or Color Guard.

**Section 4.02. Election.** A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in February of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. All candidates must apply in writing using a standard form to be published and distributed by the nominating committee.  Candidates must show that they have a background that is suitable to the duties of the position, that they can commit to the time requirements, and that they are willing to undergo a background check.  Candidates for the Treasurer position must also undergo a credit check.  The candidates shall be announced to the membership as soon as possible along with a brief bio and their stated reasons for wanting to serve on the Board.  Only those who have applied for a position may be considered – there will be no opportunity to nominate from the floor.

Officers shall be elected at the April meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election.

**Section 4.03. Term.** Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office. Appointed Officers due to vacancy may only serve until the term expiration for the vacant office in which they were appointed.

**Section 4.04. Removal.** Members may remove any member of the Board of Directors (Executive Board or Board Officers) at any membership meeting of the organization after providing 30 days written notice to the Board of Directors, provided two thirds (2/3) or more members are present and vote for dismissal of the Executive or Officer.

**Section 4.05. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board Officers.

**Article V Duties of Officers**

**Section 5.01. President.** The President shall be the principal 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 Board Officers and, when present, shall preside at all meetings of the Board Officers and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Board Officers or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President shall coordinate the work of the organization and shall act as liaison between the Association and the school.

**Section 5.02. Vice-President of Communications.** The Vice-President of Communications shall be a member of the Board Officers and, in the absence of the President, shall perform the duties of the President. The Vice-President of Communications shall coordinate the communications of the Association (including informational packets, email announcements, and all social media: website, Facebook, twitter accounts). The Vice-President of Communications shall advertise volunteer requests for Association functions. The Vice-President of Communications shall serve as liaison between members and the Board of Directors and shall perform such other duties as are assigned by the President or the Board Officers.

**Section 5.03. Vice-President of Fundraising.** The Vice-President of Fundraising shall manage and coordinate fundraising strategy, development, and execution of all Association fundraising activities. The Vice-President of Fundraising shall research and evaluate new fundraising opportunities. The Vice-President of Fundraising shall request and organize community and corporate donations and sponsorships and shall perform other such duties as are assigned by the President or the Board Officers.

**Section 5.04. Vice-President of Social Activities.** The Vice-President of Social Activities shall coordinate the planning and execution of all Association social activities, band trips, and special events. The Vice-President of Social activities shall ensure events are successful, cost-effective, and adheres to budget and deadline restrictions. The Vice-President of Social Activities shall coordinate event volunteers and shall perform other such duties as are assigned by the President or the Board Officers.

**Section 5.05. Secretary.** The Secretary shall be a member of the Board Officers. The Secretary shall keep the minutes of the proceedings of the membership and the Board of Directors (Executive Board and Board Officers), shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

**Section 5.06. 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 shall:

* Prepare an annual budget for review and approval by the members.
* Ensure that numbered receipts are provided for cash received by the organization.
* 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.
* Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Board of Directors.
* See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Board of Directors, General Membership, and other stakeholders.
* 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 over to the new treasurer.

**Article VI Finances**

**Section 6.01. Budget.** The Executive Board shall 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 revenue 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 anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

**Section 6.02. Obligations.** The Board of Directors 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 6.03. Loans.** No loans shall be made by the organization to its executives, officers or members.

**Section 6.04. Checks.** All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Board of Directors, except that checks of $1000 or more must have the signature of at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, **"Two signatures required for checks in the amount of $1000 or more."**

**Section 6.05. 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 Board of Directors. 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 6.06. 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, minimally:

* 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 Board of Directors;
* Checks exceeding $1000 must be endorsed by at least two officers authorized by resolution of the Board of Directors, and checks of the Organization shall include above the signature line a notice to this requirement;
* An officer or other person without check signing authority designated by the Board of Directors shall review and reconcile all bank statements on a monthly basis; and,
* A committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

**Section 6.07. 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 Board of Directors shall have the report and the accounts examined annually. 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 of Director 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 6.08. Fiscal Year.** The fiscal year of the organization shall be from January 1 to December 31 but may be changed by resolution of the Board of Directors.

**Section 6.09. 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, and/or cloud-based software. | 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 and file records on a yearly basis. Store in binder or cloud-based software. | Seven (7) Years  Store w/financial records.  Destroy after seven years. |
| Treasurer’s reports (monthly) | Compile and file records on yearly basis. Store in binder or cloud-based software. | Three (3) Years  Store w/ financial records.  Destroy after three years. |

**ARTICLE VII Conflicts of Interest**

**Section 7.01. 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 of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Organization. To prevent instances of such a conflict, the Yulee Parent Band Association will not purchase goods or services from any band student, parent, guardian, or family member, or any employee of the Nassau County School District.  However, if any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

**Section 7.02. Nonparticipation 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 Board is meeting.

However, the person may be permitted to provide the Board with any and all relevant information.

**Section 7.03. Minutes of Meeting.** The minutes of the meeting of the 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 7.04. Annual Review.** A copy of this conflict of interest statement shall be furnished to each director or officer, 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 directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

**ARTICLE VIII Indemnification**

Every member of the Board of Directors, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer 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 Board, officer, 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 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 Board, officer or employee is entitled.

**ARTICLE IX Amendments**

These Bylaws may be amended at any regular or special meeting of the membership by a two-thirds (2/3) vote of the members present, provided that at least thirty (30) days’ notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

**ARTICLE X Additional Provisions**

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 of less than $100.

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.

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 Yulee High School for support of Band programs.

Signed on this 20th day of July 2023 by the founding Board Members of the Yulee Band Parent Association:

Jennifer Brooks

Amanda Crider

Julie Crosby

Evette Fears

Jason Barker

Melody Austin

Scott English