

**BYLAWS**

TWIN FALLS MIDDLE SCHOOL MUSIC BOOSTER ASSOCIATION, INC.  
Passed October 21 2008

**ARTICLE 1: NAME**

The name of this Corporation is Twin Falls Middle School Music Booster Association.

**ARTICLE 2: PURPOSES AND OBJECTIVES**

This Corporation has been formed exclusively for the purpose of charitable and educational support to the Twin Falls Middle School music ensemble programs. This Corporation will encourage and maintain-enthusiastic interest in all aspects of the music ensemble programs. This Corporation will help facilitate opportunities for Twin Falls Middle School music students to explore, develop and enhance their musical education. This Corporation will work in cooperation with and of service to the Twin Falls Middle School music program directors.

In addition, this Corporation is formed for the purpose of performing all things incidental to the achievement of the foregoing specific and primary purposes. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Washington and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation, provided, however that in no event shall the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3: PRINCIPAL OFFICE**

The principal office of the Corporation shall be; Twin Falls Middle School, 46910 Middle Fork Road, North Bend, Washington, 98045.

**ARTICLE 4: MEMBERSHIP**

Section 1. **Qualifications.** Members of this corporation shall be individuals. This Corporation shall have one class of member. Parents or guardians who have students in Twin Falls Middle School music ensembles, or who have students about to enter the program, are eligible to become members by virtue of their students' participation in the music ensembles. The band and choral directors are Ex-officio Members. Others can become members upon petitioning to and approval by the Board of Directors.

Section 2. **Rights of Membership.** Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of substantially all the issues coming before the Corporation, and any amendment of these Articles of Incorporation or bylaws.

Section 3. **Liability for Debts or Obligations.** A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

**ARTICLE 5: MEETINGS**

Section 1. **General Meetings.** General meetings of the members shall be held monthly, at dates and times to be determined by the Board of Directors at the start of the fiscal year. Meeting dates will be published in the TFMS Music Booster monthly newsletter as well as other

forms of communication as determined by the Board of Directors. Meeting location will be the Twin Falls Middle School Band Room or other place as so designated by the Board of Directors.

Section 2. **Board Meetings.** Meetings of the Board of Directors shall be scheduled throughout the school year, and during break periods, as determined by the band or choral directors and the Board of Directors.

Section 3. **Special Meetings.** Special meetings may be called at the discretion of the Board of Directors, the president of the Board, and the directors of the band or choral programs. ~~A special meeting may be requested by 10% or more members of the Corporation.~~ Such a request shall be made by submitting a written request, specifying the general nature of the business proposed to be transacted, to the president or the secretary of the Board of Directors. The Board of Directors shall act on the request within 30 days of its receipt and shall cause notice to be given to the membership not less than one week prior to such meeting, stating the reason, time, date and place for the special meeting. No business other than the specified business, the general nature of which was set forth in the notice of the meeting, may be transacted at any special meeting.

Comment [L1]: Should this be # of members?

Section 4: **Quorum.** Attendance by at least 5 members, including at least 2 officers, present shall constitute a quorum at general meetings, as described in Article 5, Section 1, and Special meetings, as described in Article 5, Section 3. Board of Director ~~meetings~~Meetings shall require attendance by greater than 50% of current Board members to constitute a quorum.

Section 5: **Voting.** Voting may be by voice or ballot, except the election of officers must be by ballot if requested by any member at the meeting before voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

The affirmative vote of a simple majority of the voting members present at the ~~meeting~~meeting shall be the act of the members.

Section 6: **Authority.** This organization shall be governed by the "Robert's Rules of Order" in all cases in which they do not conflict with the rules of this organization.

Section 7: **Topics.** No member or visitor shall discuss the teaching methods of the band or choral director during a general or special meeting. Nor shall they discuss their children's or other students' academic or behavioral performance in the music ensembles. For such discussions, the concerned party shall arrange a private meeting with the director of the program and/or school administration.

#### ARTICLE 6: BOARD OF DIRECTORS

Section 1. **Powers.** Subject to the provisions and limitations of the General Nonprofit Corporation Law of the State of Washington and any other applicable laws, and subject to any limitations in the Articles of Incorporation or bylaws regarding actions that require approval of the members, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 2. **Number of Directors.** The Board of Directors shall ~~consist of~~ ~~be four officers~~ ~~seven.~~ ~~Four officers and three Executive Directors.~~ Officers shall consist of a President, a Vice President, a Secretary and a Treasurer. ~~The Executive Directors shall consist of three individuals.~~ The ~~music band and choral~~ directors shall be ex-officio directors. The number of directors may be changed by amendment or revision of these bylaws, or by repeal of these bylaws and adoption of new bylaws, as provided by these bylaws.

Section 3. **Election and Term of Office for Board Directors.** The four officers and the three Executive Board members shall be elected at the first general meeting of the members of each school year, for a term of one year. Officers may serve any number of consecutive terms.

~~Executive Board members may serve each position for one year. Consecutive terms may be served if representing a different grade level each year.~~ The term for Board of Directors shall run from ~~October 1<sup>st</sup>~~the first general meeting of the school year until ~~October 1<sup>st</sup>~~the first general meeting of the following ~~school~~ school year.

Section 4. **Vacancies.** For any vacancy that occurs on the Board of Directors, the membership, at the next regularly scheduled general meeting or a special meeting following the notification of the vacancy, shall elect a successor to take office to fill the un-expired term of office.

Section 5. **Fees and Compensation.** Directors and members of committees may not receive any compensation for their services as such, but may receive reimbursement of expenses as may be fixed or determined by resolution of the membership.

Section 6. **Officers.** The officers of the Corporation shall consist of a President, Vice-President, Secretary, and a Treasurer. No person may serve in more than one position. In addition to the duties specified in this Section, officers shall perform all other duties customarily related to their office and such other duties as may be required by law, by the Articles of Incorporation, or these bylaws, subject to the control of the majority vote of the membership, and shall perform such additional duties as the membership shall from time to time assign.

The President of the Corporation shall, when present, preside at all meetings of the Board of Directors and the membership. The President, subject to the vote of the membership, is authorized to execute in the name of the Corporation, all contracts and other documents either generally or specifically on behalf of the Corporation. The President, ~~the band and the music~~ director ~~and choral director~~ shall set the meeting agendas, and be ex-officio members of all standing committees and ad hoc committees.

The Vice President of the Corporation shall, in the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the same expectations as the President.

The Secretary shall keep at the principal office the current and up-to-date Corporate Records Book. The Corporate Records Book shall contain all original records of the Corporation, including, but not limited to: The Articles of Incorporation and any amendments; the bylaws and any amendments; tax exemption applications and determination letters; bulk mail permit; annual state and federal tax returns; legal contracts; insurance policies; and all correspondence of the organization. The Secretary shall keep minutes of all board meetings, general meetings and special meetings. At general meetings and board meetings, the secretary will present minutes of the previous meeting.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in the financial affairs of a private non-stock corporation. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the membership. The Treasurer, with the assistance of another member of the Corporation, shall

make an accurate accounting of the cash receipts following fund raising events, with deposits made into the financial ~~institution~~-institution chosen by the membership. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors or the membership, and shall render to the membership monthly, in writing, an accounting of all the Corporation's financial transactions and of the financial condition of the Corporation. It shall be the responsibility of the Treasurer who was in office for the fiscal year to prepare and distribute to the Board of Directors the annual report. The Treasurer shall also file reports with the Internal Revenue Service and Washington State no later than the date established by the regulations. These duties shall remain the responsibility of the outgoing Treasurer even as the newly elected Treasurer begins to serve on the Board at the start of the new fiscal year.

**Section 7: REMOVAL – An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board**

#### ARTICLE 7: STANDARD OF CARE

Section 1. **General.** Officers shall perform their duties, including duties as a member of any committee on which they may serve, in good faith and in a manner which the officer believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances. A person who performs the duties of an officer in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as an officer.

Section 2. **Loans.** This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director, officer, or member of the Corporation. The Corporation may, however, advance money to a director, officer, or member for expenses reasonably anticipated to be incurred in performance of duties of such officer, director or member so long as such individual would be entitled to be reimbursed for such expenses.

Section 3. **Self-Dealing Transactions.** Except as approved in Section 4 below, the membership shall not approve a self-dealing transaction. A self-dealing transaction is one which the Corporation is a party and in which one or more officers or members has a material financial interest or a transaction between this Corporation and any person.

Section 4. **Approval.** The Corporation may approve a self-dealing transaction if the membership determines that the transaction is in the best interests of, and is fair and reasonable to, this Corporation, and, after reasonable investigation into the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement.

Section 5. **Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers and members, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses, (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in conjunction with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was an officer, director or agent of this Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Article. The Corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

#### ARTICLE 8: COMMITTEES

Section 1. **Standing Committees.** The Board of Directors and the membership may, ~~by resolution adopted by a majority of the membership present at a general meeting,~~ appoint standing committees to carry out and to promote the interests of the Corporation. These standing committees will possess only those duties and powers as explicitly defined by the resolution which created their existence. No committee may: a) Approve any action that, under the General Nonprofit Corporation Law of Washington State or the Articles of Incorporation or the bylaws, also requires approval of the members. b) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws. c) Appoint any other committees of the Board or membership without consent of the membership. d) Approve a voluntary dissolution; bankruptcy or reorganization; sale, lease, or exchange of all or substantially all of the property and assets of the Corporation. e) Approve any self-dealing transaction. f) Bind the Corporation in a contract or agreement or expend corporate funds, unless authorized by the Board of Directors or the membership.

Section 2. **Ad hoc Committees.** The Board of Directors or the membership by resolution may appoint ad hoc committees to work on specific and time-limited issues that are of interest and benefit to the Corporation. Ad hoc committees shall only possess those duties and responsibilities explicitly stated in their formative resolution and shall be dissolved upon the completion of their specific tasks, unless the Board of Directors and membership deem their continued existence justifies standing committee status.

#### ARTICLE 9: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. **Execution of Corporate Instruments.** The Board of Directors and membership, may in its discretion, determine the method and designate the signatory officer or officers or person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the membership or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, shall be executed, signed, or endorsed by the President, Vice-President, Secretary and the Treasurer.

All checks and drafts drawn on banks or other depositories of funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors and the membership shall authorize to do so.

#### ARTICLE 10: DUES/FEES

Section 1. **Dues.** There shall be no dues for this Corporation.

Section 2. **Product/fund raising profits.** Profits from all fund raising efforts undertaken by this Corporation, its members, music ensemble members, and their assigns on behalf of this Corporation, shall remain the property of this Corporation at all times until disbursed. Profits from general fund raising operations shall go to the general fund of the Corporation, or such special fund(s) as designated prior to that project.

#### ARTICLE 11: FISCAL YEAR

Section 1. **Fiscal Year.** The fiscal year for this Corporation shall be from July 1 to June 30 of each calendar year.

**Comment [L2]:** Contract signing authority is limited to the President or the President's designee.

**ARTICLE 12: AMENDMENTS**

Section 1. **Amendments.** The bylaws of the Corporation may be amended by a majority vote of the members present at a general meeting, provided the amendment(s) have been presented at the preceding general meeting of the Corporation.

**ARTICLE 13: DISSOLUTION**

~~In the event of dissolution, the assets of the Corporation shall be distributed, for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, to the Twin Falls Middle School PTSA.~~

**Comment [L3]:** Deleting from the Bylaws. Language is in the Articles of Incorporation.