

ITASCA MUSIC BOOSTERS CONSTITUTION

Article I – Name

1.01 Name

The name of the organization shall be the Itasca Music Boosters.

Article II – Purpose

2.01 Purpose

- A. To bring home and school into a closer relationship so that parents and music departments may cooperate intelligently in all phases of the school music program.
- B. To lend all possible moral and financial support, above and beyond that furnished by the School Board, to the general, instrumental and vocal music programs.
- C. To cooperate with the directors in charge of District 10 music programs enabling the departments to maintain the highest degree of proficiency.

Article III – Limitation

3.01 Limitation

All activities of this organization must be approved by the directors of the music departments.

Article IV – Structure

4.01 Structure

Under the provisions specified in the Bylaws, this organization shall be governed by the elected officers, and the membership, with the cooperation of the music directors.

ITASCA MUSIC BOOSTERS BYLAWS

Article I – Membership

1.01 Membership

The organization shall have only one class of members. The members shall be all parents of students participating in the organization's activities and any person whose interest is to further the purpose of the organization.

Article II – Officers

2.01 Officers

The officers of this organization shall be president, secretary, treasurer, and a chairperson for band and a chairperson for chorus, all of who shall be members of this organization and shall hold office until their successors are duly elected and installed.

2.02 President

The President shall select regular meeting dates for approval of the Executive Board, preside at all meetings of the organization, call special meetings, appoint (with the exception of the nominating committee) all special and standing committees and be an ex officio member of all committees except the nominating committee. The President shall distribute the latest edition of *Robert's Rules of Order, Revised* to each member of the Executive Board. The President or designee shall collect and maintain lists of volunteers to be called for general organization activities. The President or designee shall also copy and distribute such volunteer lists to the Chairpersons.

2.03 Secretary

The Secretary shall keep records and minutes of all meetings, be responsible for all correspondence and perform other duties assigned to the office.

2.04 Treasurer

The Treasurer shall be custodian of all funds of the organization, pay all bills as authorized, keep, and render when called upon, an accurate and faithful account of all bills, receipts and disbursements, and shall establish amounts and invest monies as recommended by the Executive Board.

2.05 Chairpersons

The Chairpersons shall plan general meetings in cooperation with the President, Secretary and Treasurer and assist the music directors with fundraisers, communications, uniform cleaning/distribution and concert or festival organization and management. The Chairpersons shall maintain lists of volunteers to be called for department specific activities.

Article III – Executive Board

3.01 Executive Board

- A. The Executive Board shall be composed of the officers of the organization and the music directors.
- B. The Executive Board shall have general supervision of the affairs of the organization and shall recommend to the general membership specific expenditures either for the operation of the organization or the benefit of the music departments, in keeping with the guidelines of the annual budget.

Article IV – Meetings

4.01 Meetings

- A. There shall be two regular meetings a year: fall and winter. Meeting dates will be selected by the President and approved by the Executive Board.
- B. The fall meeting of the organization shall be known as the annual meeting at which time annual reports shall be given and officers for the year shall be elected and installed.
- C. Special meetings may be called by the President or the music directors.

Article V – Committees

5.01 Committees

There shall be the following standing committees: Ways and Means, Communications, and Nominating. The Ways and Means Committee and the Communications Committee shall be appointed by the President when deemed necessary by the Executive Board.

5.02 Ways and Means Committee

The Ways and Means Committee shall formulate and suggest their plans for raising funds to the Executive Board and School Administration. The Treasurer shall be a member of this committee.

5.03 Communications Committee

The Communications Committee shall notify the membership of school music and organization activities.

5.04 Nominating Committee

The Nominating Committee shall consist of the band and choral directors who shall present a slate of candidates to the organization at the spring meeting for election and installation.

5.05 Other Officers and Committees

Other officers and committees shall be appointed as needed by the Executive Board.

Article VI – Quorums

6.01 Quorums

- A. Three members present shall constitute a quorum for a meeting of the Executive Board to which all members of the Executive Board must receive notice.
- B. Nine members shall constitute a quorum for a regular or special meeting of the organization.

Article VII – Election

7.01 Elections

- A. A majority vote of the members present shall constitute an election provided a quorum is present.
- B. Special elections may be called by the Executive Board to fill un-expired terms of office.

Article VIII – Rules

8.01 Rules

The latest edition of *Robert's Rules of Order, Revised* shall govern the organization in all cases to which they are applicable and not inconsistent with any provision of these bylaws.

Article IX – Conflicts of Interest

9.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

9.02 Definitions

A. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

9.03 Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.04 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.05 Compensation

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9.06 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9.07 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Article IX, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X – Amendments

10.01 Amendments

- A. The Constitution and Bylaws shall be posted online for members to read at their leisure.

B. The Constitution and Bylaws may be amended by a majority vote of the members present at the winter meeting, provided that a quorum is present and that the amendments have been reviewed and approved by the Executive Board, or submitted in writing to the Executive Board for review and approval thirty days prior to the winter meeting.

Submitted: September 19, 1995
Amended: May 12, 1998
Amended: January 10, 2000
Amended: January 27, 2015
Amended: January 26, 2016