

BYLAWS
WAKEFIELD MUSIC BOOSTERS ASSOCIATION, INC.
Revised: 06-02-2016

ARTICLE I
NONPROFIT PURPOSES

Section 1. IRC. SECTION 501(O(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue code, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- a. To support the Wakefield Public Schools Performing Arts Department in its programs.
- b. To give recognition to students participating in the programs.
- c. To encourage students to seek private music instruction.
- d. To raise funds to support the activities of the corporation.

ARTICLE II
DIRECTORS (MEMBERS)

Section 1. NUMBER

The Board of Directors (Membership) shall consist of the Officers of the Corporation, the Director of Visual and Performing Arts of the Wakefield Public Schools, Coordinators of the Standing Committees, and at least six Board Members-At-Large who shall serve for one full year.

Section 2. QUALIFICATIONS

Membership to the Board of Directors shall be open to all persons interested in the music programs of the Wakefield Public Schools.

Section 3. TERM OF OFFICE

Each officer and coordinator shall hold office for a period of one year and until his or her successor is elected and qualifies. No person shall hold an officer or coordinator position for more than two successive terms unless no other qualified individual is found, or the Board of Directors votes to extend an officer's or coordinator's current term. No person shall hold more than one officer or coordinator position unless no other qualified individual is found.

Section 4. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Executive Board.

Section 5. REGULAR MEETINGS

Regular monthly meetings of the Board of Directors shall be held from September through June. Meetings may be postponed or canceled at the discretion of the President. A minimum of six (6) meetings per year must be held.

Section 6. SPECIAL MEETINGS

Special meeting of the Board of Directors may be held at the call of the President of the corporation or at a call requested by not less than five (5) directors. Such meetings shall be

held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 7. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors (Membership):

a. Regular Meetings, No notice need be given of any regular meeting of the Board of Directors (Membership).

b. Special Meetings At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by electronic means, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 8. QUORUM FOR MEETINGS

A quorum shall consist of six (6) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 9. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Each Director of the Corporation in good standing shall be qualified to vote on any issue that may properly come before any meeting of the Board of Directors.

Section 10. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation. In his/her absence a Vice-President shall preside. If none of the above are present, the meeting shall be chaired by the Director of Visual and Performing Arts of the Wakefield Public Schools. If none of the above are present, no official meeting of the Board of Directors may be held. Except as herein otherwise provided, all meetings shall be conducted in accordance with Roberts Rules of Parliamentary Procedures.

Section 11. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this commonwealth.

Section 13. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would

have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE III

OFFICERS

Section 1. DESIGNATION OF OFFICERS

Officers of the corporation shall be a President, a Treasurer, and a Secretary (clerk of the corporation). The corporation may also have a 1st Vice President, a 2nd Vice President, a Corresponding Secretary and Assistant Treasurer, and other such officers with such titles as may be determined from time to time by the Executive Board.

Section 2. QUALIFICATIONS

Any person eighteen (18) years of age or older may serve as officer of this corporation.

Section 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the annual meeting to be held in May or June. Each officer of the Board of Directors shall serve for one full year. Preference will be given for the Presidency to be filled by a current Vice President. The Presidency shall not be held for more than two consecutive years, unless the Board of Directors votes to extend the current President's term. Outgoing Presidents shall serve at least one year on the Executive Board as the Immediate Past President.

Section 4. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President is the Chairperson of the Executive Board. The President shall preside at all Board of Directors and Executive Board Meetings. He/she is an ex-officio member of all standing and special committees. Only the President and Director of Visual and Performing Arts of the Wakefield Public Schools or their designees are authorized to sign contracts and/or make formal commitments. He/she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 5. DUTIES OF VICE-PRESIDENT(S)

In the absence of the President, or in the event of his or her inability to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. The Vice-President(s) shall lead a review these Bylaws in March of each year and recommend any necessary changes to the Executive Board for review. The Vice-President(s) shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws. or as may be prescribed by the Board of Directors. The Vice-President(s) is a member of the Executive Board.

Section 6. DUTIES OF TREASURER

The Treasurer shall: Have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Board. Receive monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation. Keep and maintain adequate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the

financial records to any director of the corporation, including the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Serve as member of the Executive Board. In general, perform all duties incident to the office of Treasurer and such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7. DUTIES OF SECRETARY The Secretary(ies)

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and the minutes of the meetings of the Executive Board, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Exhibit at all reasonable times to any director of the corporation, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation and the Executive Board. Serve as a member of the Executive Board. In general, perform all duties incident to the office of Secretary and such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

ARTICLE IV EXECUTIVE BOARD

Section 1. MEMBERS

The Executive Board shall consist of the Officers of the Corporation, the Director of Visual and Performing Arts of the Wakefield Public Schools, and the Immediate Past President of the Corporation.

Section 2. POWERS

The administrative powers of the corporation shall be vested in the Executive Board which shall have charge, control, and management of the property, affairs, and funds of the corporation; shall fill vacancies among the officers for unexpired terms; and shall have the power and authority to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE V - COMMITTEES AND COORDINATORS

Section 1. COORDINATORS

The corporation shall have coordinators as designated by resolution of the Executive Board. These coordinators will assist in attaining the objectives of the corporation. Duties and responsibilities of each coordinator and their committee will be placed as an addendum to these Bylaws. All coordinators and their representatives will report to the Executive Board as needed. The Executive Board will oversee the duties and responsibilities of all coordinators and committees. The Executive Board will appoint and dismiss coordinators and committees when the purpose and function do not follow objectives of the corporation or upon completion of designated duties

Section 2. SPECIAL COMMITTEES

Committees appointed by the President for special and temporary purposes shall function for the purposes appointed and shall dissolve upon completion of the designated duties.

Section 3. MEETINGS AND ACTIONS OF COMMITTEES AND COORDINATORS

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of

Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors.

ARTICLE VI ELECTION OF EXECUTIVE BOARD AND COORDINATORS

Section 1. NOMINATING COMMITTEE

In January of each year, the President of the Board of Directors will appoint a Nominating Committee of not less than three (3) or more than five (5) members. Whenever possible the Nominating Committee should be comprised of outgoing directors.

Section 2. NOMINATIONS In May of each year, the Nominating Committee shall submit to the Board of Directors nominations for officers, the Executive Board, and Coordinators. • The nominations shall be presented to the association members at the annual meeting, at which time nominations may be presented to the membership.

Section 3. VOTING Each director (member) in good standing shall be qualified to vote.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS

Except as otherwise specifically determined by resolution of the Executive board. or as otherwise required by law, checks shall be signed by the Treasurer(s).

Section 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Board may select.

Section 4. GIFTS

The Executive Board may accept on behalf of the corporation any contribution, gift or bequest for the nonprofit purposes of this corporation.

ARTICLE VIII CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- a) Minutes of all meetings
- b) A copy of the Articles of Incorporation and Bylaws as amended to date
- c) Copies of all required state and federal filings
- d) Monthly and annual financial records

ARTICLE IX

IRC (c) (3) TAX EXEMPTION PROVISIONS

Section 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not

participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

Section 3. DISTRIBUTION OF ASSETS Upon the dissolution of this corporation, and after payment of just debts and liabilities, all remaining assets shall be distribute to the Wakefield Music Boosters Scholarship Fund, and, or to the Barbara Gile Scholarship Fund for private lessons. If neither of these is in existence all remaining assets shall go to the Wakefield Music Department.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. AMENDMENT

These Bylaws may be amended at any meeting of the corporation by the affirmative vote of a two-thirds majority of the directors (members) present and voting, provided that a full presentation of such proposed amendments shall have been publicized to the membership in a notice calling the meeting.

ARTICLE XI CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.