**BYLAWS**

**OF**

**NORTHVIEW BAND BOOSTERS, INC.**

**ARTICLE I**

**NAME, PURPOSE AND LOCATION**

**Section 1. Name**. The name of the organization shall be the Northview Band Boosters, Inc. (hereinafter “NBB”).

NBB is and shall be a Michigan nonprofit corporation, and shall seek to obtain, and maintain, tax exempt status under and pursuant to Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 2, Purpose**. NBB is authorized to perform such activities as may be described and otherwise set forth in these Bylaws and in the Articles of Incorporation for NBB which are filed with the State of Michigan.

NBB shall comply with the laws, rules and regulations applicable to nonprofit corporations formed and operating in the State of Michigan, and the United States, and with such laws, rules and regulations applicable to non-profit corporations operating with a tax exemption pursuant to Sec. 501(c)(3) of the Internal Revenue Code of 1986 as amended.

**Section 3. Goals and Objectives.** The goals and objectives of the NBB are, and will be:

 a. To encourage and assist students to develop their knowledge and improve their competence in the instrumental music field;

 b. To cooperate, advise and assist the Northview Public School District’s administration and Board in matters pertaining to the advancement of instrumental music instruction in the Northview Public School District;

 c. To promote interest in, and encourage the growth of, instrumental music within the Northview Public School District;

d. To encourage community involvement and support in the Northview Public School District’s instrumental music programs;

e. To use assets, funds and resources of the NBB to enhance the students’ instrumental music participation and education.

**Section 4. Location**. The principal place of business and the registered office of the NBB shall be in the Northview High School located in Plainfield, Michigan, or such location as the Board of Directors may, from time to time, determine.

**ARTICLE II**

**MEMBERSHIP**

**Section 1. Eligibility for Membership**. The members of NBB shall consist of the parents and/or legal guardians or any child who is enrolled in any instrumental music class offered in any public elementary school, middle school, or high school in the Northview Public School District of Plainfield, Michigan. Additionally, parents and legal guardians of any child who is home schooled, or who attends a private school, and is enrolled in an instrumental music class offered by any public school in the Northview Public School District as a supplement or elective to their schooling, or whose child participates in the Northview High School Marching Band, are also members of NBB.

Membership is entirely voluntary and it shall be assumed that every parent and legal guardian who qualifies as a Member; desires to be a Member of the NBB. However, at any time, and for any or no reason, a parent or legal guardian may notify the NBB in writing that they do not wish to be a member of the NBB. In such instances, the parent or legal guardian shall be removed from the membership roll for that then current school year. Such withdrawal of membership by a parent or legal guardian shall be assumed to be for the current school year only unless otherwise expressly stated in writing by the parent or guardian.

Membership shall be on an annual basis commencing on the first day of the school year and continuing through the close of business on the day before the first day of school for the following school year.

In the event a child is no longer actively enrolled in the Northview Pubic Schools, or in the case of any child who is home schooled, or attending a private school, and is no longer actively attending any class offered by the Northview Public School District or participating in the Northview High School Marching Band, then the membership of such parents and/or legal guardian shall cease effective as of the date the child was no longer enrolled, or last attended any class offered by the Northview Public School District.

# ARTICLE III

**MEMBER DUTIES AND BENEFITS**

**Section 1. Duties.** Members shall be eligible to serve on the Board of Directors and as an officer of the NBB and shall perform such functions as may be necessary and required for such positions as defined by these Bylaws, the Articles of Incorporation and applicable State and Federal law. Members shall serve without any monetary compensation.

**Section 2. Benefits.** Members shall be eligible to vote on all appropriate matters for which applicable law, the NBB Articles of Incorporation and/or these Bylaws require membership input or approval. Members shall also be eligible to participate in all activities open to members that the NBB may sponsor from time to time.

**Section 3. Honorary/Alumni Members.** Any person who wants to be actively involved with the NBB but is no longer eligible for Membership as described in Article II above, may become an honorary member or an alumni member of the NBB. Honorary/Alumni Members are not eligible to vote on matters that are open for a vote of the Members. Honorary/Alumni Members may not serve on the Board of Directors or be an Officer, but Honorary/Alumni Members may serve on any committee.

**Section 4. No Dues.** No Member shall be required to pay any amount to be a Member of the NBB. It is the intent of the NBB that Membership shall be open to all persons meeting the eligibility requirements set forth in Article II.

**ARTICLE IV**

**MEMBER MEETINGS AND VOTING**

**Section 1. Annual Meeting.** The Annual Meeting of the Members shall take place at a date and time to be set by the Board of Directors in May or June each year.

The purposes of the Annual Meeting shall be:

 A. Electing Directors to the Board of Directors for the coming school year;

 B. Reviewing the Association’s activities and progress during the previous year, and its plans and programs for the ensuing year; and

 C. Transacting such other business as may properly come before the meeting.

**Section 2. Location of Annual Meeting.** The Annual Meeting shall take place at a location within Plainfield, Michigan sufficient in size to reasonably accommodate the Members desiring to attend. Whenever reasonably possible the meeting shall take place in the band room, or auditorium, or cafeteria of the Northview High School.

**Section 3. Notice of Annual Meeting.** An announcement of the Annual Meeting shall appear on the NBB website at least fifteen (15) days prior to meeting date, and shall also be contained in communications sent to Members informing them of the NBB activities for the coming school year. The announcement shall contain the date, time and location of the Annual Meeting, and a description of the items to be discussed and addressed at the meeting.

**Section 4. Method of Voting for all Member meetings.** At any meeting at which a vote of the Members is scheduled, a Member may vote in person only. No proxies or early voting is permitted. Votes may be done by voice or a show of hands. In the event of a close vote, or in the event a Member or Officer desires that the vote be taken anonymously, paper ballots will be distributed to Members at the meeting for voting purposes, and voting shall be by secret ballot. The Board of Directors may set forth appropriate procedures for determining the eligibility of each Member seeking to vote at any meeting. In the event of any dispute over a person’s eligibility to vote, the person’s vote shall be taken and not included in the official vote count until the person’s eligibility is investigated and determined to be eligible or ineligible. The President, Secretary, and the other members of the Board of Directors shall conduct an investigation to determine the voter’s eligibility. Following such investigation, the Board shall make a determination on whether the person is or is not eligible to vote, and the person’s vote shall be counted or destroyed as determined by the Board.

**Section 5. Eligibility for Voting.** All eligible Members are entitled to one vote on each matter properly presented for a vote at any meeting of the Members.

**Section 6. Quorum.** The actual number of eligible Members present at the Annual Meeting shall constitute a quorum provided proper notice of the meeting was given as set forth in Section 3 above.

**Section 7. Voting.** A majority vote of eligible Members present at any meeting shall decide any matter brought before such meeting unless a different percentage is provided for by applicable law, or in this Bylaws, or the Articles of Incorporation.

**Section 8. Special Meetings.** Special Meetings of the Members may be called by the President of the NBB, and by the Secretary of the NBB at the request in writing of a simple majority of the Board of Directors. All such requests by the President and/or the Board of Directors shall state the purpose of the proposed meeting and describe in detail any matters for which a member vote is sought. Members shall be notified of the Special Meeting by a post to the NBB website and an email distributed to the NBB members who have previously provided their email address to the NBB. Such Notice shall be given not less than seven (7) days prior to the date of the Special Meeting. The notice shall specify the date, time, location and purpose of the Special Meeting. The Notice shall describe in detail any matters for which a member vote is sought. Any such Special Meetings must take place in Plainfield, Michigan at a location suitable to accommodate the members, and between the hours of 6:00 p.m. and 10:00 p.m., if on a weekday (Monday – Friday), and the hours of 10:00 a.m. and 5:00 p.m. if on a Saturday. Special Meetings may not be held on a Sunday. Whenever reasonably possible the location of the meeting shall be at the Northview High School. Any business transacted at any such Special Meeting shall be limited to the subject matter stated in the notice provided to Members.

**Section 9 - Parliamentary Procedures.** Roberts Rules of Order is the parliamentary procedure to govern all membership meetings.

**ARTICLE V**

**BOARD OF DIRECTORS**

**Section 1. Directors - Number and Eligibility Requirements.** The number of Directors of the Board shall be not less than four and not more than eight. All persons wishing to serve as a Director must first pass all required background checks imposed by applicable law, if any.

**Section 2. Nomination, Election and Terms.** Any eligible Member wishing to serve as a Director may be listed as a candidate on the ballot to be voted on by the vote of the Members at the next Annual Meeting. To be listed on the ballot an eligible Member shall provide the Secretary with an email affirmatively stating their desire to be placed on the ballot. Such email must be sent not less than 30 days and not more than 90 days before the Annual Meeting for inclusion on the ballot for the next Annual Meeting.

Directors shall be elected by a majority vote of the Members at the Annual Meeting to a one year term. The ballot shall ask that Members vote for not less than 4, and not more than 8, of the persons listed on the ballot. All persons receiving a vote from more than 50 percent of the eligible members present at the meeting shall be elected as a Director. In counting the votes cast, any ballot that contains an improper number of votes (i.e. less than 4 or more than 8) shall be discarded and not counted. If less than 4 persons receive the vote of more than 50 percent of the Members present at the meeting and eligible to vote, then a second ballot shall take place removing the persons who have already been elected as Directors. On the second ballot, the Members shall be instructed to vote for not less than the number of nominees who would be necessary to make up the minimum of 4 Directors, and not more than the number of nominees necessary to reach a total of 8 Directors after taking into account the number of already approved Directors. Balloting shall continue in this manner until at least 4 persons receive the required number of votes.

Directors may serve three (3) consecutive one-year terms following which the Director must not serve on the Board for a period of time not less than one year. Upon the lapse of the one-year abstention period, an eligible Member may again serve for up to three (3) one-year terms as a Director and then repeat the one year abstention period before again running for a Director position. There are no limits on the total number of terms a person may serve as a Director.

**Section 3. Duties.** The Board of Directors shall determine and implement appropriate rules, regulations and procedures and policies, consistent with applicable law, the NBB Articles of Incorporation and these Bylaws, for the operation and management of all NBB activities.

**Section 4. Vacancies.** Vacancies on the Board of Directors as a result of any reason other than the expiration of terms of office shall be filled by a majority vote of the remaining directors taken at a Board meeting during which time suitable candidates shall be presented to the Board of Directors by a Nominating Committee (described below in Article VIII, Section 1). In the event a vacancy occurs and the Board of Directors still has more than the required minimum number of Board members as described in Section 1, the Board may by majority vote of the then remaining Directors, determine not to fill the vacant position until the next annual meeting.

**Section 5. Board Meetings.** The Board of Directors shall meet at such dates, times and locations as may be set by the Board with the general goal being to meet approximately monthly, or more often if necessary and appropriate. Special meetings may be called by the President, or by the Secretary upon the written request of three Directors. Notice of the date, time, place and subject matter of each regular and special meeting shall be given to each director at least five (5) days before the meeting date. All regular and special meetings shall be held at a location within Plainfield, Michigan, and Directors may attend the meetings in person, telephone or on-line streaming.

**Section 6. Quorum and Manner of Acting.** A minimum of four (4) Directors present at any regular or special meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. An affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act and/or approval of the Board. If only four (4) Directors are present, then an affirmative vote must consist of at least three (3) votes. Tie votes are not sufficient to approve any action or proposal.

**Section 7. Minutes.** A complete set of minutes of all regular and special meetings, describing the decisions made and actions undertaken during the meeting, will be recorded and become part of the NBB’s records. Such minutes shall be reviewed at the next ensuing regular Board meeting at which time any errors or deficiencies in the minutes, if any, shall first be addressed by the Board and corrected if necessary, following which the minutes shall be approved.

**Section 8. No Compensation.** Members of the Board of Directors shall not receive any compensation for serving on the Board of Directors. Members may be reimbursed their reasonable expenses incurred for the benefit of the NBB. Directors shall not be entitled to receive any expense reimbursement for costs associated with attending any meeting of the Board of Directors or of the Members.

**Section 9. Parliamentary Procedures.** Roberts Rules of Order shall be the parliamentary procedures governing all Board of Director meetings.

**ARTICLE VI**

**OFFICER POSITIONS**

**Section 1. Positions and Qualifications.** The officers of the organization shall consist of the following positions: President, Treasurer and Secretary. These officers shall be elected annually by the Board of Directors at the first meeting of the Directors following the Membership Annual Meeting. A person may not hold more than one office, and it is not necessary than any Board member also hold an office. An officer is not required to also be a member of the Board of Directors, but Directors may serve as officers. All persons seeking to serve as an officer must first pass all required background checks imposed by law, if any. The officers shall serve an approximately one (1) year term which shall expire on the date of the first Board of Director’s meeting following the next Membership Annual Meeting.

The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer to perform such duties as the Board of Directors may determine to be necessary and appropriate under the circumstances. Such appointment(s) shall continue only so long as the Board of Directors determines to be appropriate, and shall in any event terminate at the next Annual Meeting of the Members.

**Section 2. Removal.** All officer positions shall be “at will”, and all officers serve at the sole and complete discretion of the Board of Directors. Any officer may be removed from office, at any time and for any or no reason, by a two-thirds majority vote of all members of the Board of Directors. Removal as an officer shall not act as removal as a Board member.

**Section 3. Vacancies.** A vacancy in any office because of a residence move, death, disability, resignation, removal, disqualification, or otherwise, may be filled by an appointment of an eligible person on the majority vote of the Board of Directors following a search conducting by the Nominating Committee (described below in Article VIII Section 1). Said appointed person shall serve for the unexpired portion of the term.

**Section 4. Duties.** The duties of the officers shall be as follows:

 A. The President shall preside at all membership meetings and all meetings of the Board of Directors. The President shall appoint committees under the provisions of these bylaws and perform the usual duties incident to the office and have such other powers and responsibilities as may be delegated by the Board of Directors. The President shall serve as ex-officio non-voting member of all appointed committees.

 B. The Treasurer shall oversee the financial records and accounts, and all tax and other financial reporting requirements of the NBB. The Treasurer shall provide the Board of Directors with such financial reports and records as may be requested from time to time, and perform such other and additional duties usual and incident to the office of Treasurer and as assigned by the Board of Directors.

 C. The Secretary shall have responsibility for maintaining the organization’s legal records, and recording and distributing minutes of all meetings of the members and the Board of Directors. The Secretary shall also perform such other and additional duties usual and incident to the office of Secretary and as may be assigned by the Board of Directors

**ARTICLE VII**

**COMMITTEES**

**Section 1. Nominating Committee.** A Nominating Committee shall be formed whenever there is a vacancy in the Board of Directors or in an Officer position. The Nominating Committee shall consist of 4 members, including the then lead director of the Northview High School marching band who shall serve as the chairperson of the Committee but shall not have any voting rights on the Nominating Committee. The other members of the Nominating Committee shall consist of at least one (1) member of the Board of Directors, and two (2) other persons associated with the NBB. The make-up of the Nominating Committee must be approved by a majority vote of the Board of Directors.

The Nominating Committee shall meet at such dates, times and locations, in person or by telephone, set by the Chairperson. The purpose of the meetings shall be to solicit, review, propose and accepting applications from interested and eligible persons to fill the vacant position(s). The Nominating Committee shall provide notice of all vacancies to the membership by posting the same on the NBB website and by sending the Members an email to the Members who have previously provided their email address to the NBB. The website posting and email shall explain how Members interested in the position may notify the Nominating Committee of their interest. The Nominating Committee shall determine and publish in the letter and on the NBB website how long a period to seek such statements of interests from Members. However, such time period shall not be less than ten (10) days from the date the letter is sent to the Members, nor more than (30) days. The Nominating Committee shall conduct such review and investigation of the persons expressing an interest in the vacant position as its members determine to be appropriate in their sole and complete discretion, and upon completion of the Nominating Committee’s review process, the Nominating Committee shall advise the Board of Directors of its recommendations. The Nominating Committee shall also provide the Board of Directors with the names of all other persons expressing an interest in the vacant position(s).

**Section 2. Other Committees.** The Board of Directors may authorize and form such other and additional Committees as the Board determines to be necessary and appropriate to conduct the business of the NBB. The membership of such Committees may be made up of such persons as the Board of Directors determines to be appropriate, in its sole and complete discretion. Participation in any committee is not limited to members of the NBB. As noted above, the President shall be deemed a de facto member of all Committees.

Any and all actions undertaken by any Committee that require or involve any or the below activities must receive the affirmative prior written approval of the President or the majority vote of the Board of Directors

1. The expenditure of any NBB funds;
2. The incurrence of any debt, obligation or in-kind trade on the part of the NBB, the Northview Public Schools, or any Northview instrumental band;
3. The use or distribution of any print or electronic materials to the public, including flyers or marketing materials; and/or
4. The voluntary or required involvement of one or more children in the Northview instrumental music programs for work, solicitations, distribution of materials, or performances.

Such approval may be given in the form of an email.

**ARTICLE VIII**

**OTHER POSITIONS IN THE NBB**

 The Board of Directors may create such other and additional positions within the NBB as the Board of Directors determines to be necessary and appropriate for the operation and management of the NBB. Such positions may or may not be compensated, and if compensated, the amount of such compensation shall be within the sole and complete discretion of the Board of Directors. The creation and termination of any and all such positions shall be within the sole and complete discretion of the Board of Directors and all persons serving in such positions shall do so at the complete and sole discretion of the Board of Directors, and may be terminated from such positions, on an “at will” basis, with or without notice, and for any or no reason whatsoever.

**ARTICLE IX**

**AMENDMENTS TO BYLAWS**

**Section 1. General.** Amendments to these bylaws may be proposed by a two-thirds majority vote of the members of the Board of Directors in attendance at any regular or special meeting of the Board of Directors provided all Board Members received not less than seven (7) days prior written notice of the meeting and of the proposed amendment(s). Amendments to the Bylaws may also be proposed by any member of the NBB by submitting the proposed amendment(s) to the Board of Directors in writing, mailed or delivered to the NBB office not more than sixty (60) days, and not less than thirty (30) days, prior to the posted scheduled date for the Annual Meeting of the Members. During the Annual Meeting of the Members, any Member submitting a request to amend these bylaws shall be provided with an opportunity to speak to the Members to explain the purpose and intent of the proposed amendment(s) to the Bylaws which opportunity shall not exceed ten (10) minutes in length following which, a representative appointed by a majority of the Board of Directors may also have up to ten (10) minutes to address the Members concerning the proposed Bylaw amendment(s).

 Unless otherwise required by law, all amendments to these Bylaws must be approved by a simple majority of the Members present and eligible to vote at the Annual Meeting of the members or at any properly called Special Meeting of the members.

**Section 2. Vote Affecting Corporate Status/Dissolution/Quorom.** Any and all votes to amend the Bylaws of the NBB or to take any action which would directly or indirectly cause the loss, suspension, vacation, or revocation of the NBB’s status as a non-profit corporation duly formed and conducting business as a Michigan non-profit corporation, or as a duly authorized tax exempt organization operating under and pursuant to Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended, must be made pursuant to a written proposal that expressly and affirmatively sets forth the legal consequences of such a vote by the Members. The Member’s must approve such an action by the affirmative vote of not less than two-thirds of the Members in attendance at an annual or special meeting of the Members called pursuant to, and consistent with, these Bylaws.

Solely for the purpose of any vote to dissolve the NBB, or to take any action which would directly or indirectly cause the loss, suspension, vacation or revocation of the NBB’s status as a non-profit corporation duly formed and operating under Michigan law, or as a duly authorized tax exempt organization operating under and pursuant to Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended, to constitute the required quorum for any such special or annual meeting not less than fifty (50) eligible Members must be present at the meeting where such vote is taken.

**ARTICLE X**

**APPROVAL FOR EXPENDITURES**

**Section 1. Board of Directors.** The Board of Directors must approve, in advance, all expenditures for any item or items the cost for which exceeds One Thousand Dollars ($1000.00) regardless of whether the disbursement for such expenditure is made in a single payment, or in a series of payments which collectively total in excess of One Thousand Dollars ($1000.00). It is not necessary to obtain prior Board of Directors approval for purchases of food and beverages for the band members while they are attending a show or event, the payment of costs associated with attending a marching band competition, including transportation and registration fees, and the costs associated with any instrumental group or band member participating in any competition or show, including but not limited to, solo and ensemble events held within the State of Michigan. Items approved in the Budget for the year are deemed to have been “approved” by the Board of Directors.

**Section 2. Membership.** The Members, by majority vote taken at an Annual or Special Meeting of the members, must approve all non-reoccurring expenditures in excess of Ten Thousand Dollars ($10,000.00).

**Section 3. Restricted Use of NBB Funds.** No NBB funds may be used or distributed to its Members, Directors, Officers or other persons or businesses except as consistent with these Bylaws.

**ARTICLE XI**

**INDEMNIFICATION**

Any person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a director, officer, committee member, employee, volunteer, or agent of the NBB, or is or was serving at the request of the NBB as a director, officer, committee member, employee, volunteer or agent of anothercorporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding in the manner and to the full extent permitted by Michigan law. The indemnification provided hereunder shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The words "action, suit or proceeding" as above used shall include actions by third parties as well as actions by or in the right of the NBB.

**ARTICLE XII**

**MISCELLANEOUS**

**Section 1. Waivers and Consents.** Any Member or Director may, by a writing to be filed with the Secretary either before or after a meeting, waive notice of such meeting or any irregularity in connection therewith. A consent in writing by a Member or Director filed either before or after a particular transaction has been voted upon by the Board, shall be equivalent for all purposes to an affirmative vote by such Member or Director in favor of such transaction to the same extent and with the same consequences as if he or she were personally present at the meeting and had personally cast his or her vote in accordance with such consent.

**Section 2.**  **Dissolution.** Upon the termination/dissolution of the NBB, all assets of the organization remaining after the payment of all of the organization’s then outstanding obligations, shall be contributed to another organization qualifying as a non-profit organization under section 501(c)(3) of the Internal Revenue Code as may be selected by the majority vote of the then Board of Directors. It is the preference, but not requirement, that the organization to receive the funding shall be an organization associated with the Northview Public School District. If the Board of Directors cannot reach a decision on the organization to receive the remaining assets then the Board of Directors shall inform the Superintendent of the Northview Public School District of the Board’s inability to select an organization to receive the assets of the dissolved organization. The Superintendent shall then refer the decision to the vote of the School Board for the Northview Public School District which decision shall be final.

**Section 3. Non-partisan, non-sectarian and non-commercial.** The NBB shall be non-commercial, non-partisan and non-sectarian in all of its policies, actions and activities. The NBB shall not, at any time, take a position or promote any person, religion, party or political position; including but not limited to, promoting a position on any mileage proposal, or any candidate for any position with the Northview Public School District.

The NBB shall not endorse or donate to any political party or candidate. Persons who have served as an Officer or Director, or otherwise been involved with the NBB may indicate the same if they so choose in the event they are a candidate for any political office.

As part of its fundraising activities, the NBB may perform such actions as are reasonably appropriate to promote and thank sponsors and donors to the NBB, including recognizing such persons and businesses in NBB materials such as programs, banners, signage, videos and announcements.

Bands and instrumental groups may from time to time appear and perform at commercial and religious events and locations as part of a fundraising activity for the NBB.

The NBB may work with school administrators and seek to be involved, as an organization focused on the promotion of instrumental music in the Northview Public Schools, to participate in establishing school and district policies that are consistent with the goals and objectives of the NBB.

These bylaws were approved by a majority vote of the Members attending a Meeting of the Members of the NBB held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2017.

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 Secretary

 Northview Band Boosters, Inc.