

Nashua High School South
Music Boosters Association
(NHSSMBA)

By-Laws

(Modified February 5 , 2010)

ARTICLE I: NAME

The name of this organization shall be the NASHUA HIGH SCHOOL SOUTH MUSIC BOOSTERS ASSOCIATION, hereafter referred to as "Music Boosters" or "Boosters".

ARTICLE II: ADDRESS

The address of the organization is 36 Riverside Drive, Nashua, New Hampshire 03062. The mailing address of the organization is: Post Office Box 0278, Nashua, New Hampshire 03061 and e-mail address of: bod@nashuasouthmusic.org.

ARTICLE III: PURPOSE

1. To encourage, in concert with the Nashua High School South Music Department Director(s), interest in and support of Music programs.
2. To assist and cooperate with the Nashua High School South Music Department Director(s), as required.
3. To encourage and stimulate enthusiastic support in the community for the Nashua High School South music program.
4. To engage in activities for the purpose of generating, receiving, investing, accounting for, and disbursing funds for the use by the Music Booster and the NHSS Music Department.

ARTICLE IV: CORPORATION STATUS

The Music Boosters is a not-for-profit organization. No capital stock has ever been issued, none is outstanding, nor will any be issued.

ARTICLE V: MEMBERSHIP

1. Eligibility: The following groups are eligible for membership in the organization: any parent or guardian of a current or past NHSS music department student, any current member of the faculty of NHSS, or any former student participant of the NHSS music department. Parents of former Music Department students and former music students of Nashua High School prior to the opening of Nashua High School South are also eligible. If an individual not encompassed by the above groups wishes to join, they may be nominated by a current member of the Boosters and must be approved by the Board of Directors. All members must be at least 18 years of age. To be eligible for voting, all members must fill out a membership form and pay all applicable dues.
2. Dues: The annual dues for membership shall be voted upon by the full membership present at the May meeting each year. Dues shall be payable to the Membership Committee Chairperson or the Treasurer if a Membership Committee Chairperson is not so appointed.
3. Membership will be from July 1 to June 30.

4. A copy of these by-laws will be available (hard copy or electronically) to each member upon payment of dues and receipt of membership form. A receipt for dues or a membership card indicating payment of dues shall be made available to all members upon payment of yearly dues.
5. Duties: Duties of the membership will be as follows: to provide support to the Music Department and all Music Booster activities, including but not limited to volunteering and raising funds, approving the annual budget, electing the Board of Directors, and assisting and approving the development of Music Booster activities.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors shall consist of five Officers: President, Vice President, Secretary, Treasurer I and Treasurer II. In addition, there shall be two elected at-large Board members, and the immediate past President of the Board of Directors. If the immediate past President of the Board of Directors is unable to serve, then the Board will appoint a former member of the Board of Directors to serve in this position. The current Music Department Directors of NHSS shall serve on the Board as Advisors.
2. Term: Each elected board member (Officer or at-large Board Member) is expected to serve out his or her term. Each board member's term is one year. Elected board member may serve for up to two consecutive terms in their office and may continue to serve after the second term if no one else has sought their office and if said board member is willing to serve. The Music Department Directors shall be permanent Advisors to the Board of Directors.
3. Duties: The duties of the Board of Directors shall be to attend all regular and special meetings, to provide guidance and direction in the conduct of the affairs of the organization, and to develop and review the budget for the year. Expenses may be undertaken in accordance with the budget for the year as long as the revenues, which are anticipated, are realized and expenses are never undertaken in excess of present assets and other planned expenses. The Board of Directors must approve deviations to the budget if the overall amounts of yearly expenditures are to be exceeded.
4. Quorum: A quorum for the meetings of the Board of Directors shall be attained if the following conditions are met: at least three of the elected officers are present, and at least one of the other elected at-large Directors are present. A quorum must be attained to officially act on any business coming before the Board of Directors. The Board may meet without a quorum, but may not make any binding decisions. If a vote of the board results in a tie, the standing President's vote shall be the deciding vote.
5. Conflict of Interest: Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors and publication in

the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of, and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

6. Limitation of Liability: There shall be no personal liability of a director or an officer to the association as long as the breach of fiduciary duty does not include the following:
 - a. Director's or officer's duty of loyalty to the association;
 - b. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and
 - c. Any transaction from which the director or officer derives an improper personal benefit.

ARTICLE VII: OFFICERS

1. General: The Music Boosters shall have as Officers: President, Vice President, Secretary, Treasurer I and Treasurer II, each of whom will be elected by the membership. The officers shall execute the duties of their office, represent the Booster organization, encourage participation, conduct themselves and encourage others members to follow all school rules/guidelines, and create and maintain an environment of cooperation among all members to meet the goals and needs of the students of the Music Department.
2. President: The President is the head and presiding officer of the Music Boosters. His/her duties shall be:
 - a. To enforce the by-laws.
 - b. To appoint such committees as may be necessary to carry out the business of the chapter and shall be ex-officio to all appointed committees, except nominating committee.
 - c. Ensure that an annual comprehensive audit be conducted prior to leaving office. At the Annual Business Meeting in May, the President shall submit a written report to be distributed to the Board of Directors. This report may include any recommendations for the future and any work in process that has not been completed and its' present status.
 - d. Serve as Chairperson of the Board of Directors.

3. Vice President:

It shall be the duty of the Vice President to assist the President in conducting the business of the Boosters and to perform such other duties as may be assigned by the President.

- a. The Vice President will be Chairperson of the Fund-raising Committee and assign volunteers to chair individual fundraising activities for the Boosters.
- b. In the event of the absence, disability or disqualification of the President, the Vice-President shall assume and perform the duties of the President. The term served in this event shall not apply to his/her term of office if he/she should run and be elected President.

4. Secretary:

- a. The Secretary shall keep the minutes of all meetings.
- b. He/She shall provide a draft copy of the minutes from any meeting to the President for review within five days of the meeting.
- c. He/She shall present the draft minutes from the previous meeting at the next regularly scheduled meeting for review and approval of the membership. Minutes voted in the affirmative with any relevant changes will be recorded and kept on file.
- d. He/She shall generate and maintain a current list of all members of the organization.
- e. At the end of his/her term all minutes shall be turned over to the new Secretary.
- f. The Secretary shall draft all correspondence and, if possible, have it reviewed by the President before mailing.
- g. He/She shall keep a file of all correspondence sent out and received.

5. Treasurer – This function will be accomplished by two elected booster members (Treasurer I and Treasurer II) who, jointly, fulfill the overall responsibilities of the position. Once elected, the two treasurers will meet, determine how the tasks and responsibilities defined below are assigned/accomplished and describe this approach to the Board of Directors for approval at the Board's initial meeting.

- a. The Treasurer shall be responsible for all moneys collected and will promptly deposit money in the name of the Boosters in a Financial Institution sanctioned by the Boosters.
- b. The Treasurer will track all funds and make reports to the Booster membership on its finances monthly, and at other times as the President may designate.
- c. Signatures of the President and a Treasurer, who actively manages the budget and disbursement of funds, shall be required to disburse funds.
- d. The Treasurer shall establish a budget for the school year and submit it to the President for review and comment. The budget will then be presented to the Board of Directors for review and approval.

ARTICLE VIII: MEETINGS

1. The Music Boosters will normally meet on the first week (day to be selected by the officers) of each month. Meetings canceled due to schedule conflicts, vacations, snow days, holidays, etc. will be rescheduled at the discretion of the President and at least two members of the Board of Directors. Members shall be notified by e-mail of the new meeting date if at all possible. If time does not allow for e-mail notification, as many members as may be reached by phone shall be notified. In this latter instance, all other reasonable means of notifying members shall be undertaken (student notification, etc.).
2. Special meetings may be called at any time by the President with the consent of at least four members of the Board of Directors. If at all possible, at least one week's written (e-mail acceptable) notice shall be provided to the members.
3. The May meeting will be considered the Annual Business Meeting, the purpose of which is to distribute, read and accept the annual reports.
4. For any meeting of the membership, a quorum shall be met by at least 10% of the membership and voting shall constitute a decision of the Booster Organization present. Exceptions to this are removal of an Officer and approval of the by-laws, for which 20% of the membership must be present. If a quorum is not present, business may be discussed, but no vote may be taken. At any membership meeting, unless otherwise specified herein, voting by the majority present shall constitute a decision of the Booster Organization.
5. All meetings will be conducted using "The New Roberts Rules of Order" as a guide. The organization will provide the President with a copy of Roberts Rules of Order to have at all meetings (for reference).
6. All members will be notified about meetings, such notice specifying purpose, location and time of meeting.

ARTICLE IX: STANDING COMMITTEES

1. There shall be the following standing committees: Membership, Publicity, Scholarship, Chaperone, Fund Raising, Music Banquet, Refreshment and such other committees for special activities as may be voted by the members. The Vice President shall serve as the Chairman of the Fundraising Committee. The President shall appoint the Chairperson of each committee and the Chairperson shall appoint members to his/her own committee. A majority of the committee members shall constitute a quorum for all committees.
2. The Board of Directors reserves the right to remove a committee member for cause by simple majority vote. A removed committee member may challenge removal at the next general membership meeting under New Business and make a statement to those present at the meeting. The removal will then be put to a general membership vote, and the decision of a simple majority of those present at the general membership meeting will stand.

ARTICLE X: ELECTIONS

A Nomination Committee shall be appointed in the March general membership meeting: one member shall be appointed by the President, one member shall be appointed by the Board of Directors and one member shall be nominated and elected from the meeting membership. The Nomination Committee shall make notice to the membership within one week of the March meeting that nominations for elected positions to the Board are being accepted, and provide a vehicle for interested members to respond (email, phone, etc.). The Nomination Committee shall

report those interested in holding office at the April meeting. Immediately after the Nomination Committee report, the floor shall be opened for further nominations. When nominations are closed, if there is only one nomination for any of the following: President, Vice President, Secretary, Treasurer I, Treasurer II, and two (2) at-large board members (See Article VI), those nominated shall be declared elected; otherwise a paper ballot shall be taken only for those positions with multiple nominees. If the Nomination Committee does not present a slate of nominees, the President shall ask for nominations from the floor. The officers elected at the April meeting shall take office at the end of the June membership meeting. Any committee appointed for special activities shall continue to function until the completion of such activities. No person can vote at the April meeting unless he/she is a member in good standing, with paid dues. If a quorum is not met at the April meeting, elections will be held at the next meeting of the membership at which there is a quorum, even if that meeting takes place the following year. Until such time, the current officers will continue to hold their positions.

ARTICLE XI: SCHOLARSHIP FUND

Scholarship criteria are as follows:

1. An applicant must be a current student of the Senior Class of the Nashua High School South and active in the Music Program.
2. The applicant must not owe any funds to the Music Department, nor to the Music Boosters in order to receive consideration. When applying, if the student pays all moneys owed with the application, then this will not be held against them.
3. The applicant must already be accepted at a post secondary school.
4. Equal consideration shall be given to financial need, service to the school and community through participation in music programs, and musical aptitude.
5. All music performers must be given equal preference.
6. The name of the scholarship shall be The Nashua High School South Music Booster Association Music Scholarship.
7. The amount of the scholarship shall be determined annually by vote of the membership at the March meeting and shall be in accordance with budgeted amounts.
8. Scholarships will be paid directly to the school of attendance after successful completion of one semester, and as long as the student remains an active student at that school or other accredited post secondary school.
9. Planned participation in collegiate music activities and /or curriculum will be considered.

ARTICLE XII: REMOVAL

1. Any member can make a written request to the Board of Directors to remove a member of the Board, or make a motion during a meeting of the membership to exercise Article XII. Grounds for removal shall be based upon failure to uphold the By-laws. If the Board member in question is not present at the meeting, the Board of Directors will give notice of the pending vote within two (2) days of exercising Article XII. The remaining members of the Board may vote by simple majority to suspend the Board member's duties until a vote is taken.

2. At the next meeting, the Board member in question will have an opportunity to make a statement if he or she wishes to the general membership before a vote is taken. A vote for removal will be on the agenda as New Business, and a vote shall be taken if a quorum is present as stated in Article VIII, section 4. If a quorum is not present, a vote will be taken at the next meeting that has a quorum as specified.
3. The removed member is not eligible for reappointment to the Board of Directors, and cannot serve on the Board subsequently unless elected by the membership during a future regularly scheduled election cycle.

ARTICLE XIII: RESIGNATION AND VACANCIES

1. Any Director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.
2. If the office of any Director shall become vacant by reason of death, resignation, disability, disqualification, removal, or for other cause, the remaining members of the Board, even if less than a quorum, shall elect a successor(s) for the unexpired term of such Directors.

ARTICLE XIV: AMENDMENTS

The by-laws will be reviewed on an annual basis. The by-laws may be amended or modified by a 2/3-majority vote of the membership present and voting after twenty-five (25) days written notice (e-mail) and announcement at previous meeting to each member of record (all dues paid by the time of notification of the proposed amendment) at the last known address provided to the organization. A quorum of at least 20% of the current (dues paid) membership must be present.

ARTICLE XV: DISSOLUTION

In the event of the dissolution of the Music Boosters and after payment of just debts and liabilities, the remaining assets shall be delivered to the Music Department Directors of NHSS for use in the advancement of the Nashua High School South Music program and shall not inure to the benefit of any individual. If the organization simply changes its name through amendment of these by-laws, while still keeping the same basic purpose of the organization as stated in Article III above, then no transfer of funds need be made. The President and the Treasurer shall take whatever steps are necessary to change the name of the financial accounts to match the new name on the by-laws.

Therefore, these amended By-Laws is duly voted on and adopted by a majority vote of the organization as indicated in Article XIV above on the third day of March, 2010.

PRESIDENT _____ DATE: _____

VICE PRESIDENT: _____ DATE: _____

SECRETARY: _____ DATE: _____

TREASURER: _____ DATE: _____

This proposed amendment shall be voted upon at the NHSSMBA meeting scheduled for March 3, 2010. A 2/3 majority vote of at least 20% of the current NHSSMBA membership present and voting is needed to pass this amendment, therefore it is important that you attend the March 2010 meeting if at all possible. If you are unable to attend the meeting, please complete the attached proxy vote and mail it to the following address not later than February 26, 2010 or e-mail not later than March 1, 2010 to bylaws@nashuasouthmusic.org.

NHSSMBA
Post Office Box 0278
Nashua, New Hampshire 03061

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Detach and Mail below Proxy Vote
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PROXY VOTE

I, _____ being a member in good standing give my vote at March, 2010
NHSSMBA Business Meeting to (CIRCLE ONE):

Vote yes and accept all By -Law changes as recommended, or

transfer my vote to the NHSSMBA President .

Please respond via mail no later than February 26, 2010 or e-mail by March 1, 2010.
Alternatively, another NHSSMBA member may bring it with them the night of the March 2010 meeting.

Signed: _____