

**AMENDED AND RESTATED BYLAWS OF  
GROSSE POINTE NORTH BAND AND ORCHESTRA BOOSTER CLUB**

*Article I: Name*

Section 1. The name of this organization shall be Grosse Pointe North Band and Orchestra Booster Club.

Section 2. The principal office of the corporation shall be the office of the Band and/or Orchestra Director of Grosse Pointe North High School, 707 Vernier Road, Grosse Pointe Woods, MI 48236, or such other place as the board of directors may from time to time appoint or the activities of the corporation may require.

*Article II: Purpose*

Section 1. The Corporation's purpose is to promote, encourage and support student musicians in the Grosse Pointe North Instrumental Music program by:

- (i) involving the community in supporting the music department;
- (ii) supplementing school board support of music activities;
- (iii) providing financial support for non-school music activities;
- (iv) encouraging instrumental music department exposure and communication of student musician accomplishments;
- (v) promoting intelligent cooperation between parents and the instrumental music department in order to create a closer relationship between the home and school;
- (vi) assisting the instrumental music program staff and students in any manner beneficial to and consistent with the music curriculum, programs and policies as determined by the school board, administration and staff.

*Article III: Membership*

Section 1: Membership. The membership of the corporation shall include any adult willing to promote the purposes of the of organization who has paid the membership fee (For the purposes of this document, an adult is any person who has reached the age of majority and is not a curriculum student attending the School.).

Section 2: Term of Membership and Dues. The annual membership fee will be established by the board of directors each year prior to the beginning of the academic school year. Membership shall be for a one year period.

Section 3: Voting. Each member in good standing shall have one vote on any matter under consideration by the membership at meetings of the membership.

Section 4: Termination of Membership. The board of directors, by affirmative vote of two third of the directors, may suspend or expel a member for cause after an

appropriate hearing, and may, by a majority vote of those directors present at any regular constituted meeting of the board, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

#### *Article IV: Membership Meetings*

Section 1: Annual Meeting. The annual meeting of the membership will be held at Grosse Pointe North High School on the first Tuesday of June of each year, or at any other place and date as designated by the directors. The officers for the next year will be elected by the membership at the annual meeting.

Section 2: Annual Reports. The annual reports provided for herein shall be presented by the officers and committee chairpersons at the annual meeting. A compilation of the reports will be made available to all members and parents of students in the instrumental program as soon as practicable after the annual meeting.

Section 3: Special Meetings. Special meetings of the members may be called by the Board of Directors, the President or the music directors. Special meetings shall be called by the President or Secretary upon the presentation of a petition signed by at least 10 percent of the members stating the purpose(s) for which the meeting is called, or shall be called as otherwise required by law. Special meetings shall be held at the principal office of the Corporation unless otherwise directed by the president or Secretary and stated in the notice of meeting. No other business may be transacted at a special meeting other than that for which the meeting was called.

Section 4: Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given to each Member entitled to vote at the meeting not less than 10 nor more than 60 days before the annual meeting and not less than two days before a special meeting. Notice of a meeting shall state the purpose or purposes of the meeting and the business to be transacted at the meeting.

Attendance of a Member at a meeting constitutes a waiver of notice of the meeting, except where the Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5: Quorum and Voting. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The assembled members at a meeting of the Corporation shall constitute a quorum. A simple majority of the members present and voting shall be sufficient to carry a motion unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 6: Conduct of Membership Meetings. The music director(s) shall act as parliamentarian. 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 V: Board of Directors*

Section 1: Number and Qualification. The elected officers of the Corporation, the immediate past president, the music director(s) and four directors at large shall constitute the board of directors.

Section 2: Directors at Large. The directors at large shall be appointed from the membership by the President, based upon the recommendations of the officers. They shall be appointed for a term of one year to commence immediately following the annual meeting.

Section 3: Duties. The property, activities and affairs of the Corporation will be managed by its Board of Directors. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money, and may, from time to time, authorize the execution on behalf of the Corporation of contracts, conveyances and other instruments.

Section 4: Compensation. Directors shall serve without compensation from the Corporation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director on behalf of the Corporation.

Section 5: Resignation and Removal. A director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at such subsequent time as is set forth in the notice of resignation. With the exception of the music director(s), a Director may be removed by the membership whenever in its judgment the best interests of the corporation will be served thereby.

Section 6: Vacancies. Vacancies on the Board of Directors resulting from death, resignation, removal or otherwise shall be filled upon nomination by the president and approval of the majority of the remaining Directors, though less than a quorum of the Board of Directors. However, vacancies in the music director's position shall be filled by the subsequent music director.

Section 7: Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month from September to June beginning at 7:00 p.m. at Grosse Pointe North High School unless otherwise directed by the officers. The officers may change scheduled meetings; however, at least one regular meeting of the Board must be held each year. Meetings are to be open to the membership, and the music directors are to encourage membership attendance by making suitable announcements of upcoming meetings.

Section 8: Special Meetings. Special meetings of the Directors may be called by the President, and will be called by the President at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at Grosse Pointe North High School unless otherwise directed by the President and stated in the notice of meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting.

Section 9: Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a meeting of the Directors will be given in writing to each Director not less than 10 days before a regular meeting and not less than 2 days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10: Quorum and Voting. A majority of the Directors of the Corporation will constitute a quorum at any meeting. The vote of a majority of the Directors present at the meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a greater number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 11: Action by Unanimous Written Consent. Any action required or permitted to be taken at a regular or special meeting of the Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors entitled to vote therein consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

#### *Article VI: Officers*

Section 1: Designation. The officers of the Corporation shall be president, vice president, secretary and treasurer.

Section 2: Nomination and Election. Officers shall be elected for a term of one year, to commence immediately following the annual meeting, upon a vote of the members in attendance at the annual meeting.

Nominees for officers shall be selected by a Nominating Committee consisting of at least two members of the Board of Directors and one non-Board member appointed by the Board of Directors. The names of the members comprising the Committee and the method to submit names for nomination shall be announced to the members in a written

communication sent home with students at least 30 days prior to the annual meeting. The Nominating Committee shall submit a slate of candidates before election at the annual meeting. The consent of each nominee must be obtained before the name is placed into nomination. The nominees for President must be chosen from the membership of the Board of Directors; any member of the corporation in good standing shall be eligible to serve in the position of vice president, secretary or treasurer. Additional nominations shall be allowed from the floor during the annual meeting, with the consent of said additional nominees.

Section 3: Compensation. Officers shall serve without compensation from the Corporation but may be reimbursed for actual, reasonable and necessary expenses incurred by an Officer on behalf of the Corporation.

Section 4: Resignation and Removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Corporation will be served thereby. An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at such subsequent time as is set forth in the notice of resignation.

Section 5: Vacancies. In the event of a vacancy in the office of president, the vice president shall serve as president for the remainder of the term. All other elected offices vacated during the year shall be filled upon nomination by the president and upon approval of the board of directors.

Section 6: Transfer Upon Succession. All officers shall transfer to their successors all books, papers, and other property of the Corporation in their possession within 30 days following their resignation, removal, or expiration of their term of office.

Section 7: The President. The President will be the chief executive officer of the Corporation and will have general management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation, except where required by law to be otherwise signed and executed, or except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Members and Directors. The President shall act as judge of all elections and declare results. The President shall be an ex-officio member of standing and special committees. The president shall cast a deciding vote in case of a tie. The president shall direct the secretary to call special meetings of the organization or directors or shall do so himself or herself. The president shall be available for advice and counsel during the year following the completion of his or her term of office.

Section 8: The Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or President. In

the absence of the president, the vice president shall preside at all meetings of the Members and Directors. The vice president shall prepare a final, written report of all his or her activities and duties, which shall be given to the president upon completion of his or her term of office.

Section 9: The Secretary. The Secretary will attend all meetings of the Members and the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Members of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Board of Directors. The Secretary shall have charge of all records and papers of the organization. The secretary shall prepare a final, written report of all his or her activities and duties, which shall be given to the president upon completion of his or her term of office.

Section 10: The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer shall have charge of all organization funds, and shall oversee the receipt and custody of, and payment of money by, the Corporation. The treasurer shall keep account of funds held on behalf of individual students and carry said accounts over from year to year. The Treasurer will present a financial report at every regular directors meeting and at the annual membership meeting.

#### ***Article VII: Financial Records and Transactions***

Section 1: Fiscal Year. The fiscal year of the Corporation will commence on the first day of August.

Section 2: Audits. Records will be audited at the end of the fiscal year.

Section 3: Corporate Funds. Monies or funds raised by, for or in the name of the Corporation or under the sponsorship of the Corporation shall become the property of the Corporation. The Corporation will maintain an account in the corporate name with a reputable financial institution from which all disbursements of corporate funds and into which all deposits of corporate funds will be made. Checks drawn upon the account may be signed by the president, vice president or treasurer, with two signatures being required on each check.

Section 4: Advances and Reimbursement. Any committee may be given funds to set up a project by a vote of the directors. All bills for expenses incurred by a committee should be reviewed and approved promptly by the committee chairperson and forwarded to the treasurer so that payment can be made.

#### ***Article VIII: Committees***

Section 1: Standing Committees. The Board of Directors may designate various Standing Committees which shall consist of Members of the Corporation and shall have such authority as delegated to them by the Directors. Standing Committees may include,

but are not limited to; auditing and finance; budget; bylaws; chaperone; communications; hospitality; liaison; membership; newsletter; program; publicity; social; student account; telephone; trip; transportation; uniform/robe; and ways and means.

Section 2: Special Committees. Special committees may be established by the Directors for specific assignments from time to time through the year; except that a Nominating Committee shall be established each year as provided in these Bylaws. The committees shall be comprised of members of the Corporation and will have authority as delegated to them by the Directors.

Section 3: Committee Membership and Chairpersons. All committees, and each member thereof, will serve at the pleasure of the Directors. The directors will have the power at any time to increase or decrease the number of members on any committee, to fill vacancies thereon, to change or remove any member, and to change the functions or to terminate the existence of the committee. The directors shall appoint a chairperson of each committee, to serve until further action by the directors. The chairperson shall have general supervision of the committee, shall hold meetings and conduct business when necessary, and shall submit a report to the board of directors upon their request and present a report at the annual meeting.

Section 4: Committee Meetings. Regular or special meetings of any committee may be held in the same manner provided in these bylaws for regular or special meetings of the directors, and a majority of any committee will constitute a quorum at the meeting.

### *Article IX: Indemnification*

Section 1: Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, against expenses including attorneys' fees ( which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2: Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who

was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

#### *Article X: Conflicts of Interest*

Section 1: Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or an officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2: Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when applicable. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum and that comparability data was considered.

Section 3: Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

#### *Article XI: Amendments*

Section 1: Bylaws. These bylaws may be amended at any regular meeting of the directors by a majority vote.