

BYLAWS
OF
GROSSE POINTE SOUTH BAND AND ORCHESTRA BOOSTERS

(A Michigan Nonprofit Corporation)

ARTICLE I

NAME, OFFICES, PURPOSE AND BASIC POLICIES

Section 1. Name. The name of this corporation shall be the Grosse Pointe South Band and Orchestra Boosters (the "Corporation").

Section 2. Offices. The principal office and business address of the Grosse Pointe South Band and Orchestra Boosters shall be Grosse Pointe South High School, 11 Grosse Pointe Boulevard, Grosse Pointe Farms, MI 48236, or such other place as determined by the Executive Board of Directors.

Section 3. Purpose. The purpose of the Corporation is to encourage and foster the development of the members of the Grosse Pointe South High School Bands and Orchestras in their pursuit of musical educational excellence by promoting and supporting the educational and artistic aspect of the program. This is accomplished by means of fundraising through various activities in order to provide student scholarships, professional music clinicians and to defray costs associated with competitions and performances.

Section 4. Basic Policies. The Corporation shall be non-commercial, non-sectarian and non-partisan and shall cooperate with the school and others to support the improvement of education in ways that will not interfere with administration or the school or seek to control its policies. The Corporation may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordinating councils, provided the representative of the Corporation makes no commitments that bind the Corporation, unless such representative has received prior authorization from the Board of Directors regarding the commitment. The Corporation shall be financially independent and shall not seek donations or grants from persons or groups not having an immediate interest in the Corporation, nor shall the Corporation raise funds for any other purpose than for its own directly sponsored events. In the event of complete dissolution of the Corporation, all funds shall revert to Grosse Pointe South High School and the Grosse Pointe School System to be designated to the Instrumental Music Program at Grosse Pointe South High School.

ARTICLE II

MEMBERS

Section 1. Qualification. This Corporation shall be organized upon a membership basis.

Section 2. General Membership. A General Member shall be any parent or legal guardian having a student currently enrolled in the instrumental music program of Grosse Pointe South High School.

Section 3. Active Membership. An Active member shall be any General Member who has paid dues for the current school year. Each Active Member shall be entitled to all privileges of the Corporation, including the right to vote.

Section 4. Alumni Membership. An Alumni Member shall be a former student of Grosse Pointe South High School or a parent or legal guardian of a former student of Grosse Pointe South High School. An Alumni Member shall pay dues and be entitled to all privileges of the Corporation, including the right to vote.

Section 5. Honorary Membership. Honorary Membership may be conferred by the Executive Board of Directors. To be eligible for Honorary Membership, the member must have rendered long and exceptional service to the Corporation. Honorary members shall be exempt from dues and shall be non-voting members.

Section 6. Advisory Membership. Advisory Membership shall be the Band and Orchestra Directors of Grosse Pointe South High School. Advisory Members shall be exempt from dues and shall be non-voting members.

Section 7. Special Membership. Special Membership shall be granted to Student Officers of the Bands and Orchestras at Grosse Pointe South High School. Special Members shall be exempt from dues and shall be non-voting members.

Section 8. Term of Membership and Dues. The term of membership is one year. The Board of Directors may change the annual membership fee each year prior to the beginning of the academic school year upon a majority vote of the Directors then in office.

ARTICLE III

EXECUTIVE BOARD

Section 1. Executive Board of Directors. The Executive Board of Directors shall consist of no less than four (4) Officers as designated in Article IV, Section 1. The

Directors shall be elected by the Active members at the Annual meeting. No Officer shall hold the same office for more than two consecutive years.

Section 2. General Powers. The business, properties and affairs of the Corporation shall be managed by the Executive Board of Directors.

Section 3. Organization. The President shall chair all meetings of the Executive Board. In the absence of the President, the Vice-President shall preside and in the absence of both a temporary Chair may be chosen by the majority of Directors present. The Secretary of the Corporation shall act as the secretary at all meetings of the Executive Board and in the absence of the Secretary, a temporary secretary may be chosen by the majority of the Directors present.

Section 4. Quorum. At every meeting of the Executive Board of Directors, a majority of Directors shall constitute a quorum and the vote of the majority present shall be the act of the Executive Board.

Section 5. Voting. On any question on which Executive Board shall vote, the names of those voting and their vote shall be entered into the minutes of the meeting when any Director so requests.

Section 6. Vacancy. A vacancy occurring on the Executive Board of Directors may be filled by the affirmative vote of the remaining Directors. A Directorship may be filled by the Executive Board for the term of office remaining until the next election of Directors by the Active Members.

Section 7. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred in connection with service as a Director as may be determined by the Executive Board.

Section 8. Resignation. A Director may resign at any time, either by oral tender of resignation to the president or by giving written notice to the Corporation. Any resignation shall be effective immediately unless a certain date is specified for it to take effect.

Section 9. Action by Written Consent. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Executive Board may be taken without a meeting if, before or after the action, all Directors consent in writing. Written consent shall be filed with the minutes of the proceedings of the Executive Board. This written consent has the same effect as a vote of the Executive Board for all purposes.

ARTICLE IV

OFFICER RESPONSIBILITIES

Section 1. Officers. The Corporation shall have a President, Vice President, Secretary and Treasurer. The Officers must be Active Members. At any given time, no Active Member may hold more than one of the offices set forth in this section. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity.

The Executive Board of Directors may establish such standing and special committees from time to time as it shall deem appropriate to carry out the functions and activities of the Corporation. Members of standing and special committees must be Active Members as defined in Article II, Section 3.

Section 2. Terms of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation or until their respective successors are chosen or until their resignation or 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. An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Officers will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by an officer in his or her capacity as an officer.

Section 4. The President. The President will be the chief executive officer of the Corporation and will have general and active 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 and except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Directors and in his or her absence, the Vice President will preside, otherwise the Directors present at the meeting will designate another presiding officer. The President shall represent the Corporation or designate an alternate at any meeting or activity at which the Corporation's representation is requested.

Section 5. 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 the President. The Vice President will be the chairperson for the Fundraising and Nominating Committees.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Directors and the Members and record the minutes of all proceedings. These minutes

will be dated and signed and kept in a book for that purpose. Copies of the minutes will be distributed at each subsequent meeting. The Secretary will give notice of all meetings of the Members and the Executive Board and will perform any other duties prescribed by the Board of Directors. The Secretary will also will keep a current list of the Members of the Corporation.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors, including preparation of a yearly budget with the assistance of the President. The Treasurer shall have the care and custody of all funds of the Corporation; shall deposit those funds in such banks or other depositories as the Executive Board of Directors shall direct or approve. The Treasurer shall keep a full and accurate account of all monies received and paid on account of the Corporation and submit a statement of accounts whenever the Executive Board shall require. The Treasurer shall also be responsible for compiling and completing the necessary paperwork in a timely manner to all regulatory authorities. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

ARTICLE V

COMMITTEES

Section 1. General. The Executive Board of Directors may establish such standing and special committees from time to time as it shall deem appropriate to carry out the functions and activities of the Corporation.

Section 2. Nominating Committee. The Board of Directors may establish a Nominating Committee for the nomination of Directors to consist of the Vice President of the Corporation, who will act as the chairperson, and two Members of the Corporation. The names of the Nominating Committee Members and the method for submitting names for Director candidates will be submitted in writing and sent out to all members at least sixty (60) days prior to the date of the annual meeting. The Nominating Committee will submit a slate of candidates to the Members thirty days (30) prior to the Annual meeting of the Corporation or at the General Membership Meeting prior to the Annual Meeting of the Corporation. Each candidate must consent to his or her nomination. The nomination of the Board of Directors will occur at the annual meeting of the Members of the Corporation. Nominations may be taken at the meeting, with the consent of the nominee.

Section 3. Fundraising Committee. The Board of Directors may establish a Fundraising Committee to initiate, oversee, and facilitate various fundraising activities throughout the school year for the Corporation to use in furtherance of its mission and to benefit the Grosse Pointe South Band and Orchestra Program. The Vice President will serve as the chairperson of the Fundraising Committee. The Fundraising Committee will

consist of Members of the Corporation and will have the authority delegated to it by the Board of Directors. The funds raised shall be dedicated , but not limited to Educational travel and other enrichment activities which enhance the musical experience of students; scholarships for music study including summer camps, private instruction and other programs and camps; provision of necessary equipment and supplies for the instrumental music program not funded by school or board allocated funds.

In addition, an allotted percentage of certain fundraising activities may be allocated by the Boosters as trip credits. This fund will begin in Freshman year for Band and Orchestra students, and remain active until graduation. Monies remaining in the trip credit funds at graduation will revert to the general operating budget of the Boosters, or transferred to an enrolled band or orchestra sibling to begin the fall semester of the same calendar year. The Boosters will not honor requests to transfer unused trip credit funds to other electives/activities, students, or be paid as a sum of cash. Not every fund raising activity will result in trip credit activity, only those identified as such by the Boosters.

Section 4. Scholarship Committee. The Board of Directors may establish a Scholarship Committee to determine the criteria for the designation of recipients of scholarship awards from the Corporation, and bestowing such awards to students of the Program. Scholarships may be awarded to qualified students of the Program who have demonstrated a strong commitment to the study of a musical instrument and who have maintained a passing grade in his or her instrumental music class and who have met all of the requirements identified by the Scholarship Committee. The Scholarship Committee will consist of Members of the Corporation and have the authority as delegated to them by the Board of Directors.

Section 5. Public Relations Committee. The Board of Directors will establish a Public Relations Committee to promote and publicize all Program activities and events. The Public Relations Committee will oversee newsletters, flyers, notices of Program events and advertisements in the High Pointes Newsletter of the Mothers' Club, posters, programs and all other forms of publicity for the Program and Program events. The Public Relations Committee will consist of Members of the Corporation and will have the authority delegated to it by the Board of Directors.

Section 6 Other Committees. The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority delegated to them by the Board of Directors.

Section 7. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. 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 Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE VI

MEETINGS AND QUORUM

Section 1. Annual Meeting. The Annual meeting of the Grosse Pointe South Band and Orchestra Boosters shall be held at the end of each school year at a time and place designated by the Executive Board of Directors. The purpose of the meeting shall be to elect Officers for the following year and for the transaction of any other business as deemed necessary. All reports due from Committee Chairs and Executive Board Officers are due prior to this meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. Regular meetings shall be held monthly starting in September unless otherwise designated by the Directors. At least one regular meeting of the Board must be held each year. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting.

Section 3. General Membership Meetings. The Corporation shall hold at least seven (7) General Membership meetings each year, including the annual meeting at a time and location to be determined by the Executive Board of Directors. Not less than ten days notice shall be given to each member of any meeting and said notice shall include a notice of time and location of the meeting and its purpose.

Section 4. Special Meetings. Special meetings may be called by the President or by other members of the Executive Board of Directors. Special meetings will be held at the Designated Office unless otherwise directed by the President or Secretary 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. Not less than five (5) days notice shall be given before a special meeting.

Section 5. Quorum and Voting. At any General Membership meeting of the organization, the presence of ten (ten) members shall constitute a quorum and the majority vote at any meeting constitutes action of the members. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 6. Conduct of Meetings. Meetings of the Members will be presided over by the President. The Secretary or, in his or her absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Participation by Conference Telephone. A Member may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this

section will constitute presence in person at the meeting.

Section 8. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual, regular or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members 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 Members.

ARTICLE VII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of June.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Directors entitled to vote at a regular or special meeting of the Corporation.

Section 3. Execution of Contracts. The President, Vice-President, Secretary and Treasurer shall each have general authority to execute contracts, bonds, deeds and powers of attorney in the name of and on behalf of the Corporation.

Section 4. General Powers as to Negotiable Paper. 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 designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation. The Officers shall be required to approve any non-budgeted expenditure in addition to any expenditure which exceeds the approved budget by \$500 or more in accordance with these Bylaws.

ARTICLE VIII

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, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, 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 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. 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 IX

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 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.