

**The Ann Arbor Skyline High School Friends of the Arts Booster Club Bylaws**

**Article I - Name**

- 1.1 The name of this corporation is ANN ARBOR SKYLINE HIGH SCHOOL FRIENDS OF THE ARTS BOOSTER CLUB, and is referred to as “Skyline Friends of the Arts.”
- 1.2 The first registered office of Skyline Friends of the Arts shall be at Skyline High School, 2552 N. Maple Rd., Ann Arbor, Michigan, 48103, and may have such other places of business as the Board of Directors may determine.
- 1.3 The fiscal year of the Skyline Friends of the Arts shall end on June 30 and shall commence on July 1 of each year.

**Article II - Purpose and Objectives**

- 2.1 PURPOSE AND OBJECTIVES. The Skyline Friends of the Arts is to be maintained exclusively as non-profit corporation for with the charitable or educational purpose of supporting the instrumental, vocal, theater and visual arts programs encompassed by the Visual, Performing, and Applied Arts (VPAA) Department of Skyline High School, Ann Arbor, Michigan, including by:
  - (a) developing an active membership to support the VPPA programs and its participants without regard to religion, race, color, national origin, gender, age, sexual orientation, socioeconomic status, height, weight, marital or family status, or disability;
  - (b) providing funds, equipment, volunteers, and other support as needed to further benefit VPAA students in curricular and extracurricular arts activities and events, including, but not limited to, materials, equipment, music, uniforms, travel costs, awards, fees, and scholarships;
  - (c) promoting communication with and soliciting support (financial and otherwise) from current and future Skyline High School students and their families, the Ann Arbor Public School community, and the general public;
  - (d) engaging in any lawful activity, alone or with other like organizations, that may be necessary, useful, desirable, or proper for the furtherance of the purposes for which the Skyline Friends of the Arts is organized.
- 2.2 TAX-EXEMPT STATUS. Consistent with the intent to maintain tax-exempt status as defined in section 501(c)(3) of the Internal Revenue Code, and notwithstanding any other provision of these bylaws or (other governing documents), the Skyline Friends of the Arts

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shall not carry on any other activities not permitted by a tax-exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code, as amended; or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

(a) No part of the net earnings of the Skyline Friends of the Arts, including loans or gifts of money, shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and make payments in furtherance of the purposes of the organization. No officer or member shall use the organization's tax exempt status for personal purchases, and no member shall receive a salary for their duties as a member or officer of the Skyline Friends of the Arts.

(b) No substantial part of the activities of the Skyline Friends of the Arts shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Article III - Membership**

3.1 CLASSES OF MEMBERSHIP. There will be three classes of membership:

(a) REGULAR MEMBERSHIP. Regular membership is open to any adult who is a parent, guardian, or sponsor of student currently participating in curricular or extracurricular programs associated with the VPAA programs at Skyline High School.

(b) COMMUNITY MEMBERSHIP. Community membership is open to all alumni and future VPAA students, parents, or sponsors, and to all community patrons interested in furthering the arts education mission of the Skyline Friends of the Arts. Community membership is effective upon completion of an annual registration with the Skyline Friends of the Arts. A Community Member may serve on the Executive Board with the right to one (1) vote through May 2011.

(c) FACULTY MEMBERSHIP. Directors and co-directors of Bands, Orchestras, Choral Ensembles, Theater Programs, and Visual and Applied Arts are Faculty Members for as long as they are employed in those positions. Faculty Members may attend the meetings of the Executive Board.

3.2 VOTING RIGHTS.

(a) Only Regular Members shall have voting rights with respect to matters before

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any general membership meeting or other business set forth in these bylaws. Each family that has a student or students participating in VPAA-related activities shall have only one (1) vote (when present).

(b) Community and Faculty Members shall not have voting rights, except that a Community Member elected to the Executive Board shall have one (1) vote (when present) on matters brought before the Board. A Community Member is only eligible to serve on the Executive Board through May 2011.

(c) Only Members of the Executive Board have voting rights at regular or special board meetings as set forth in these bylaws, and each member of the Board shall have one (1) vote (when present).

- 3.3 **NONDISCRIMINATION.** No person shall be denied membership, election to office, or appointment to a committee based on religion, race, color, national origin, gender, age, sexual orientation, socioeconomic status, height, weight, marital or familial status, or disability.
- 3.4 **LIMITS OF LIABILITY.** No Executive Board Member, or Regular, Community, or Faculty Member, or authorized agent or representative of the Skyline Friends of the Arts shall be liable or responsible for any debts or liabilities of the Skyline Friends of the Arts, or liable to the Skyline Friends of the Arts except for the unpaid portion of their own membership dues.
- 3.5 **DUES.** Membership dues may be assessed per family, on an annual basis, for persons seeking regular membership in an amount to be established by the Board.
- 3.6 **SUSPENSION.** The Board, after due deliberation, may restrict, suspend, or terminate the membership of any member for good cause, including, but not limited to nonpayment of any dues and/or fees owed, or conduct which, in the judgment of the Executive Board damages the spirit of harmonious association within the Skyline Friends of the Arts.

### **Article IV - Membership Meetings**

- 4.1 **ANNUAL MEETING.** An Annual Meeting of the membership of the Skyline Friends of the Arts shall be held on the regular meeting date of the Skyline Friends of the Arts during the month of May at a place to be selected by the Executive Board, unless otherwise specified by the Board. No more than 12 months shall elapse between annual meetings. The purpose of the Annual Meeting shall be to review the activities, financial status, and other affairs of the organization, to conduct the election of officers to the Board, and to conduct such other business as may properly come before the meeting.

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- 4.2 SPECIAL MEETING. A special meeting of the membership may be called by the President, or by a majority vote of the Board, or by written request of at least twenty-five percent (25%) of the Regular Membership entitled to vote.
- 4.3 NOTICE. Notice shall be given of the Annual Meeting and any Special Meeting at least (7) days prior to the date of the meeting.
- 4.4 CONDUCT OF MEETING. Any meeting of the membership shall be chaired by the President, or, in the President's absence, by the Vice-President, and the attendance of at least 10 Regular Members entitled to vote shall constitute a quorum. Roberts Rules of Order, or other form of Parliamentary Procedure shall be recognized as the authority governing the meetings of the membership.
- 4.5 VOTING. Only Regular Members in attendance may vote and there shall be no voting by proxy. Election of Executive Officers or other members of the Executive Board shall be by closed ballot, and the candidate receiving a plurality of votes cast in person shall be deemed elected. In all other matters, a majority vote of those present shall prevail.

**Article V- Executive Board**

- 5.1 COMPOSITION. The Executive Board, referred to herein as the Board, shall consist of:

(a) Four (4) Executive Officers. The Board shall include a President, Vice-President, Secretary, and Treasurer, and the term of office for each shall be one (1) year. No individual may serve in the same executive office for more than two consecutive one-year terms. No officer may be the spouse or domestic partner of another officer. Nor may the President and Vice-President both be a parent, guardian, or sponsor of a student primarily involved in the same VPAA discipline, unless all good faith efforts have failed to find candidates from different disciplines.

(b) Five (5) At-large Board Members. The Board shall include one At-Large Board Member to represent each of the five disciplines encompassed by the VPPA Department (i.e., Orchestra Representative, Band Representative, Choir Representative, Theater Representative, and Visual Arts Representative), and the term of office for each shall be one (1) year. No individual may serve as an At-large Board Member for more than two consecutive one-year terms. Nor may any At-large Board Member serve at the same time in the capacity of President, Vice-President, Secretary, or Treasurer.

(c) During a transition period ending in May 2011, a maximum of two Community Members may be elected to the Executive Board.

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### 5.2 ELECTION.

(a) Nomination. By no later than thirty days (30) prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of three (3) Regular Members to solicit candidate for seats on the Board, including those running for election or reelection. The Nominating Committee shall make its recommendations known to the Regular Membership at least fourteen (14) days prior to the Annual Meeting. Nominations may also be made at the Annual Meeting. All candidates must consent to serve if elected.

(b) Election. Election to the Board shall be by closed ballot, except that if there is only one candidate for a position a voice vote is sufficient. Candidates who receive the most votes from those in attendance and eligible to vote shall be elected.

5.3 VACANCIES. Any vacancy on the Board, whether caused by death, resignation, or disqualification, shall be filled by a majority vote of the remaining Board members until the next Annual Meeting.

5.4 POWERS OF THE BOARD. The Board shall have complete authority for governance of the Skyline Friends of the Arts, including, but not limited to, the power to make necessary rules, regulations or procedures, to assess dues, fees and other charges, to manage all financial matters. The Board may establish and appoint members from the Regular, Community, or Faculty Membership to any committee it considers necessary to carry out the functions of the Skyline Friends of the Arts.

5.5 MEETINGS. The President, or Vice-President in the absence or disability of the President, may call a meeting of the Board upon at least three (3) days prior notice to each Board member. Roberts Rules of Order, or other form of Parliamentary Procedure shall be recognized as the authority governing the Board meetings. A joint meeting of the current and incoming Board shall be held before the end of the fiscal year on June 30.

5.5 INDEMNIFICATION. The Skyline Friends of the Arts shall indemnify any present or former Board member who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an Officer of the Skyline Friends of the Art against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, which are actually and reasonably incurred, if such present or former Officer acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interests of the Skyline Friends of the Arts or its members, to the extent that the same is not prohibited by Michigan law.

**Article VI – Duties of the Officers and At-Large Board Members**

- 6.1 **PRESIDENT.** The President shall (a) preside at all meetings of the membership and the Executive Board; (b) appoint committee members with the advise of the Executive Board; (c) be a member ex-officio of all committees; (c) call meetings of the Executive Board; and (d) perform such other duties as may be determined by the Board or as otherwise devolve upon a chief executive officer.
- 6.2 **VICE-PRESIDENT.** The Vice-President shall (a) perform all duties of the President during the absence or disability of the President; (b) keep a list of all members entitled to vote at membership meetings with assistance of the At-large Board Members for each VPAA discipline; and (c) perform such other duties as may be prescribed by the Board.
- 6.3 **SECRETARY.** The secretary shall (a) have the custody and care of the corporate records; (b) attend and keep minutes of the meetings of the Executive Board, including the names of those in attendance; (c) maintain official correspondence and communication for Skyline Friends of the Arts; and (d) perform such other duties as may be prescribed by the Board.
- 6.4 **TREASURER.** The treasurer shall be familiar with standard accounting practices, and the Board may require that the treasurer be bonded. The treasurer shall
- (a) maintain accounts for Skyline Friends of the Arts, including securing co-signers and keeping sub-accounts for each of the five VPAA disciplines, and shall, with the assistance of an account manager from each discipline, receive and give receipts for monies paid to Skyline Friends of the Arts, make disbursements pursuant to procedures approved by the Board, and keep correct and complete records accurately showing at all times the financial condition of the Skyline Friends of the Arts;
  - (b) furnish a financial report at each meeting, assist with and/or present proposed budget(s) on an annual basis, prepare and file, with proper authority, all required governmental reports and forms, including, but not limited to, an Annual Return of Organization Exempt from Income Tax, Annual Information return of Michigan Non-profit Organization, and Federal and State Income tax returns; and
  - (c) perform such other duties as from time to time may be assigned by the President or the Executive Board. The treasurer is also the chair of the treasury committee, which consists of an account manager from each VPAA discipline.
- 6.5 **AT-LARGE BOARD MEMBERS.** Within each discipline, the At-large Board Member (Band Representative, Choir Representative, Orchestra Representative, Theater Representative, and Visual Arts Representative) shall appoint committee members within

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their respective disciplines with the advice of the Board, act as ex-officio members of all the committees within their respective disciplines, keep the President and Executive Board informed of ongoing and anticipated events and activities within their respective disciplines, act as or appoint another to be the treasury committee representative (account manager) for their respective disciplines.

- 6.6 OTHER OFFICERS. The Executive Board may elect or appoint such other officers as it shall deem desirable, including an Assistant Vice-President, Assistant Secretary, or Assistant Treasurer, to have authority and perform duties prescribed by written resolution of the Executive Board. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged, or verified by more than two officers.

### **Article VII – Committees**

- 7.1 The Board may create such Standing Committees as it may deem necessary to promote the objectives and carry out the work of the Skyline Friends of the Arts. The term of each chairperson shall be one (1) year. Special Committees may be created and appointed for a specific purpose, and such committees automatically cease to exist upon completion of the work and receipt of a final report by the Board.

- 7.2 The chairpersons of all Standing and Special Committees shall present plans to the Executive Board, and no Standing or Special Committee shall undertake work without the approval of the Executive Board.

- 7.3 STANDING COMMITTEES. Standing Committees include:

(a) Treasury. The Treasury Committee, as noted, shall have the Treasurer as chairperson, and one committee member from each discipline to serve as an account manager (Band Account Manager, Choir Account Manager, Orchestra Account Manager, Theater Account Manager, Visual and Applied Arts Account Manager). The account managers shall be responsible for collecting, recording, and preparing receipts or other monies or valuables for deposit or safekeeping by the Treasurer pursuant to the procedures adopted by the Board. The account manager shall also be responsible for requesting, supporting, and delivering disbursements from the Treasurer pursuant to the procedures adopted by the Board. The account manager shall keep complete records and provide information and assistance to the Treasurer in connection with his duties, including duties to budget, make statements of financial condition, and file reports and returns as required by state and federal law.

(b) Fundraising. The Fundraising Committee shall coordinate Skyline Friends of the Arts fundraising activities, and recommend to the Board the appropriate allocation of

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the proceeds from joint fundraising activities between the general or common fund and the subaccounts of each discipline (i.e., Orchestra, Choir, Band, Theater, and Visual and Applied Arts).

(i) Joint SFA Fundraising. The percentage of joint fundraising proceeds to be retained in the general or common fund shall be determined by the Board. The division of the remaining proceeds of joint fundraising activities between the respective disciplines shall be based on participation, and credit for participation may be divided between disciplines when the student is participating in more than one discipline.

(ii) Individual Fundraising by Discipline. Plans for separate fundraising activities must be reported to the Fundraising Committee and approved by a majority of the Board, but proceeds from separate fundraising activities of an individual discipline are to be credited to its subaccount.

(c) Uniforms. The Uniform Committee shall coordinate tasks related to the purchase, assignment, care and cleaning of the various VPAA student uniforms to the extent possible.

(d) Event Volunteers. Event Volunteer Committee shall recruit, train, and schedule volunteers to work at VPAA-related events in various capacities, such as tickets, concessions, and afterglows.

### **Article VIII – Fees and Charges**

- 8.1 MEMBERSHIP FEES. Membership fees may be established by the Executive Board. Such fees become the property of the Skyline Friends of the Arts, and are to be distributed to the general fund, and/or the subaccounts of the five VPAA disciplines as determined by a majority of the Board.
- 8.2 OTHER RECEIPTS. All fees, donations, or monies received by the Skyline Friends of the Arts, including the proceeds of joint or separate fundraising activities, shall be deposited into the account in the name of the Skyline Friends of the Arts Booster Club and credited either to the general fund or the subaccounts consistent with these bylaws.
- 8.3 EXPENDITURES. Expenditures from the general fund may be made only with the approval of a majority of the Board members attending a meeting at which a quorum is present. Expenditures from a discipline's own subaccount may be made with the approval of the Treasurer or President, pursuant to the procedures established by the Board, upon application made together by a Faculty Member and the At-large Board Representative. When an expenditures of more than \$500 is requested from a discipline's subaccount, the Board must receive notice prior to the distribution; approval of the Board is not required.

**Article IX – Other Matters**

- 9.1 INTERPRETATION. The Board has final authority to interpret these bylaws. The President may appoint a committee to review the bylaws to ensure that the bylaws properly reflect the purpose and objectives of the organization.
  
- 9.2 AMENDMENT. These bylaws may be amended by a majority of all the Regular Members entitled to vote, but only after due notice of the proposed amendment(s). “Due notice” for purposes of this section shall mean the submission of the proposed amendment in writing to the Secretary at least four (4) weeks prior to the annual membership meeting. The amendment will be distributed in writing to the membership at least fourteen days (14) prior to the annual meeting. The Vice-President is responsible for distribution of any proposed amendment to the Regular Members entitled to vote within the time limits established by this Article.
  
- 9.3 DISSOLUTION. The Skyline Friends of the Arts may be terminated and dissolved upon the affirmative vote of two-thirds (2/3) of the total Regular Members entitled to vote. Upon dissolution of the Skyline Friends of the Arts, its assets remaining after payment, or provision for payment, of all its debts and liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to federal, state, or local government for a public purpose. Any assets not disposed of shall be disposed of by the Circuit Court for Washtenaw County for such public purpose or to such organization or organizations that the court shall determine are organized and operated exclusively for such purpose.

Adopted and Approved:

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