

**THE FIGHTING INDIANS BAND BOOSTERS, INC.
CORPORATE BYLAWS**

**ARTICLE I
NAME**

The name of this corporation shall be The Fighting Indians Band Boosters, Inc. The business of the corporation may be conducted as The Fighting Indians Band Boosters, Inc., or "F.I.B.B."

**ARTICLE II
PURPOSES AND POWERS**

2.01 Purpose.

F.I.B.B. is a non-profit corporation and shall be operated exclusively for purposes of promotion and support of the Vero Beach High School Band within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

2.02 Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Non-Profit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. F.I.B.B. is a non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended.

(c) Distribution upon Dissolution. Upon termination or dissolution of F.I.B.B., any assets lawfully available for distribution shall be distributed to Vero Beach High School or a successor organization serving the same purpose as F.I.B.B.

**ARTICLE III
MEMBERSHIP**

3.01 Membership.

Parents and legal guardians of band students are eligible to be active members of F.I.B.B.

3.02 Dues.

Active membership requires payment by cash or check of five dollars (\$5.00) no later than two weeks prior to the fall general membership meeting. There shall be one vote per student regardless of the number of a student’s parents/guardians are F.I.B.B. members.

3.03 Meetings.

Two general membership meetings shall be held each year -- fall and spring. Robert’s Rules of Order shall govern the procedure of meetings unless inconsistent with these Bylaws or the Articles of Incorporation.

3.04 Special Meetings.

Special meetings of the membership may be called for any purpose by (a) the President of the Board of Directors, (b) a minimum of two Directors, or (c) a majority (51%) of the membership.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors.

(a) F.I.B.B. shall have a Board of Directors consisting of nine Directors:

Four Executive Directors:

- 1. President
- 2. Vice-President
- 3. Secretary
- 4. Treasurer

Five At-Large Directors

(b) The Band Director, or the Band Director’s designee, shall serve on the Board of Directors in an advisory capacity with no voting authority.

4.02 Powers.

(a) All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of F.I.B.B. shall be managed under the direction of the Board of Directors, except as otherwise provided by law.

(b) The President of the Board of Directors has the authority to appoint active F.I.B.B. members as ad hoc members to temporarily assist the Executive Directors of the Board of Directors. Such ad hoc appointees shall have no voting rights.

4.03 Term of Office.

(a) The term of office for the members of the Board of Directors shall be one year; however the term may be extended until a successor has been elected.

(b) Directors may serve up to three terms in succession.

4.04 Qualifications and Election of Directors.

(a) In order to be eligible to serve as a Director on the Board of Directors, the individual must be a current active member of F.I.B.B.

(b) Directors shall be elected by a majority of the membership present at the annual meeting held in the spring.

(c) Nominations of the Directors will be made by the Nominating Committee, which will be made up of three active F.I.B.B. members appointed by the President, plus the Band Director or Band Director's designee. As in all elections, nominations will be accepted from the floor.

4.05 Vacancies.

(a) The Board of Directors may fill vacancies due to resignation, death, or removal of a Director, and may appoint new Directors to fill a previously unfilled Director position, subject to the maximum number of Directors under these Bylaws.

(b) Unexpected vacancies in the Board of Directors shall be filled by the Board of Directors upon nomination by the President of the Board of Directors for the balance of the term of the Director being replaced.

(c) In the event of the President's inability or refusal to perform the duties of the President, the Vice-President shall perform those duties, and have the same powers and be subject to all the restrictions as the President.

4.06 Removal of Directors.

A Director may be removed by majority vote of the Board of Directors then in office, if:

(a) a Director is absent and unexcused from two or more Board of Directors' meetings in a twelve-month period. The President of the Board of Directors is empowered to excuse Directors from attendance at meetings of the Board of Directors. The President shall not have the power to excuse him/herself from attendance at a meeting of the Board of Directors and in that case, the Vice-President shall excuse the President; or:

(b) for cause or no cause if, before any meeting of the Board of Directors at which a vote on removal will be made, the Director in question is given electronic or written notification of the intention of the Board of Directors to discuss that Director's removal and is given the opportunity to be heard at such meeting.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the Board of Directors.

At least forty-eight hours' notice shall be given for regular meetings of the Board of Directors by (i) electronic mail, (ii) personal delivery, (iii) facsimile, or (iv) telephone/text message.

At least four days' notice shall be given if notice is sent by U.S. Mail delivery.

If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system.

Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, Treasurer, or any two At-Large Directors. A special meeting must be preceded by at least 48 hours' notice to each Director. Notice of special meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

4.08 Manner of Acting.

(a) Quorum. A majority of the Board of Directors, two of whom shall be Executive Directors, shall constitute a quorum for the transaction of business at that meeting of the Board of Directors.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(c) Hung BOD Decisions. On the occasion that the members of the Board of Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in that order shall have the power to cast the deciding vote.

(d) Methods of Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, members of the Board of Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

4.09 Compensation for Board Service.

Members of the Board of Directors shall receive no compensation for carrying out their duties as Directors. This shall not prohibit reasonable reimbursement for expenses incurred in conjunction with carrying out the responsibilities of the Board of Directors.

4.10 Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided to F.I.B.B. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and Florida law.

ARTICLE V
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

5.01 Contracts.

The Board of Directors may authorize any officer or officer's agent or agents to enter into any contract or execute and deliver any instrument in the name of and on the behalf of F.I.B.B, and such authority may be general or confined to specific instances.

5.02 Loans.

No loans shall be contracted on behalf of F.I.B.B. and no evidence of indebtedness shall be issued in its name.

5.03 Checks, Drafts, etc.

All checks, drafts, or other order for the payment of money issued in the name of F.I.B.B., shall be signed by two Executive Officers of the Board of Directors.

5.04 Financial Policies.

All finances of F.I.B.B. shall be governed by the Financial Policies, which may be modified by a majority vote of the Board of Directors. The Financial Policies shall be set forth in writing and kept as a part of the records of the Board of Directors. The Board of Directors shall review the Financial Policies at least annually.

ARTICLE VI
MISCELLANEOUS

6.01 Books and Records.

F.I.B.B. shall keep correct and complete books and records as required by law, and it shall keep minutes of the meetings of the Board of Directors. In addition, F.I.B.B. shall keep a copy of the Articles of Incorporation and Bylaws as amended to date. All committees shall report to the Board of Directors as requested.

6.02 Fiscal Year.

The fiscal year of the corporation shall be from June 1st to May 31st of each year.

6.03 Conflict of Interest.

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the F.I.B.B.'s interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

6.04 Amendment(s) to Bylaws.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the F.I.B.B. membership; however,

(a) no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

**ARTICLE VII
SCHOOL POLICIES AND AUTHORITY**

These Bylaws acknowledge and recognize that all policies of the Indian River County School Board and Vero Beach High School will govern student activities.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above-stated Bylaws of The Fighting Indians Band Boosters, Inc., were duly voted on and approved by the Membership of The Fighting Indians Band Boosters, Inc., on _____ and constitute a complete copy of the Bylaws of the Corporation.

Secretary

Date: _____

Print name