

FRANKLIN MUSIC BOOSTERS, INC.
Constitution and by-laws

ARTICLE I
Name

The name of the organization shall be the Franklin Music Boosters, Inc.

ARTICLE II
Objectives

The objectives of the Franklin Music Boosters Inc. shall be:

1. To foster and support a quality music experience for the students of the Franklin Public Schools.
2. To stimulate public interest, community awareness and parental support of the Franklin Public Schools music program.
3. To provide an orderly means for using specialized abilities and talents of the members of the corporation and its resources for the benefit of the Franklin Public Schools music program.
4. To maintain a liaison with the Music Director and staff.
5. To provide financial support to meet such specialized needs of the Franklin Music Department and it students as may be approved by the Board of Directors.

ARTICLE III
Organization

- Section 1. Membership shall be open to all interested persons, including members of the Franklin music department.
- Section 2. Members shall nominate members of the Board of Directors at annual meetings, vote to elect members of the Board of Directors at annual meetings, serve on the Board of Directors, and serve on committees appointed by the Board of Directors.
- Section 3. The Board of Directors shall consist of the following elected by the membership: President, Vice President, Treasurer, Secretary, and a maximum of five other Directors.
- Section 4. The Music Director shall serve as an ex officio member of the Board of Directors without vote.

- Section 5. The term of office for a director shall be one year.
- Section 6. The business and affairs of the corporation shall be controlled and governed by the Board of Directors during monthly meetings or via electronic vote.
- Section 7. The funds of the corporation shall be disbursed only by a majority vote of the Board of Directors. However, between meetings of the Board of Directors, expenditures of not more than \$200 each may be authorized by the Treasurer. Such expenditures shall be reported by the Treasurer to the Board of Directors at its next meeting.
- Section 8. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- Section 9. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Notice shall give the effective date when the resignation shall take effect.
- Section 10. Any Director elected by the members may be removed with or without cause by a two-thirds vote of the entire Board of Directors. No Director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought.

Officers

The duties of the officers of the corporation are as follows:

President:

Shall preside at all meetings; shall, with the Treasurer, be authorized by vote of the Board of Directors to distribute the funds of the corporation; shall appoint committees and assign members to these committees.

Vice President:

Shall perform the duties of the President in absence of the President. The Vice President shall assume committee responsibilities as directed by the President and assist the President when called upon.

Secretary:

Shall take the minutes of all the meetings of the Board of Directors as well as minutes of the annual meeting. The minutes will be kept in a permanent ledger which shall be the property of the corporation and available for inspection by any member upon request. The Secretary shall conduct the general correspondence of the corporation.

Treasurer:

Shall be responsible for all the funds received by the corporation; shall prepare financial statements for the Board of Directors meetings and the annual meeting; shall, along with the President, have authorization for the disbursement of funds as voted by the Board of Directors; shall keep an accurate book of accounts which shall be the property of the corporation and open to any member; shall at any time at the request of the Board of Directors submit to an audit of the corporations financial records.

ARTICLE IV

Meetings

- Section 1. The Board of Directors shall meet monthly September through June. Summer meetings in July and August may be called by the President. These meetings shall be open to the membership.
- Section 2. Special meetings of the Board of Directors may be called by the President or three members of the Board of Directors. Members of the Board of Directors shall receive notice in writing five days prior to these special meetings.
- Section 3. The annual meeting of the membership shall be held in June at a time decided by the Board of Directors. There shall be an annual meeting of the Board of Directors each June. The fiscal year of the corporation shall end the last day of the month of June.
- Section 4. The quorum for meetings of the Board of Directors shall be two thirds (2/3) of the Board of Directors.

ARTICLE V

Dissolution

In the event of a dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation, as the Board of Directors shall determine, in such a manner as required by section 501(c) 3 of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law) and in accordance with the statutes of the Commonwealth of Massachusetts by petition to the Supreme Judicial Court of Massachusetts.

ARTICLE VI
Personal Liability and Indemnification

No officer or director of the corporation shall be personally liable to the corporation for any debt, liability, or obligation of the corporation; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derives improper benefit.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interest of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which the person may be entitled.

ARTICLE VII
Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds vote of the present Board of Directors provided the proposed amendment has been set out in the notice of such meeting of the Board of Directors.

This constitution and by-laws was adopted by the Franklin Music Boosters, Inc., Franklin, Massachusetts on June 26, 1996.

This constitution and by-laws was updated and amended by the 2014-2015 Franklin Music Boosters, Inc. Board of Directors in Franklin, Massachusetts in June 2015 and put into place for the July 1, 2015 fiscal year.

Robin Dao, President

Susan Baker, Vice President

Lynn Mitchell, Secretary

Debbie Harvey, Treasurer

Michelle Alston, Director

Teresa Capobianco, Director

Mary Kroon, Director

Dorothy Miller, Director

Holly Salzillo, Director