

**BYLAWS OF THE
FREM D INSTRUMENTAL ASSOCIATION
DOING BUSINESS AS (DBA) FREM D MUSIC ASSOCIATION
Revised May 15, 2018**

ARTICLE I: NAME AND ADDRESS

Section 1. The legal name of the organization is the Fremd Instrumental Association. The official name of this organization under which it conducts all business shall be the Fremd Music Association. It is hereafter referred to in these Bylaws as "FMA" with the exception of Article I, Section 2 and Article II, Section 2.

Section 2. The legal address shall be as follows:

The Fremd Music Association
c/o William Fremd High School
1000 South Quentin Road
Palatine, Illinois 60067

Section 3. The registered agent of the corporation shall be:

Lavelle Law Ltd.
1933 N. Meacham Rd. Suite 600
Schaumburg, IL 60173

ARTICLE II: PURPOSES AND POWERS

Section 1. The purpose of the organization is to support the musical activities and music education of students at William Fremd High School, Palatine, Illinois.

Section 2. The Fremd Music Association, Inc. is organized exclusively for educational and charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of its educational purpose. No substantial part of the activities of the organization shall be the carrying on of propaganda, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the corporation, the officers, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets as provided in Article IX.

Section 3. FMA shall not direct or influence the educational process of the William Fremd High School music students, the function of which remains exclusively with the educational institution.

ARTICLE III: MEMBERSHIP AND VOTING

Section 1. Membership. Any person, family or organization interested in supporting the music programs at William Fremd High School shall be deemed a member of FMA upon contribution of annual dues and submission of an application to the Membership Committee. Fremd High School alumni will be offered a Supporter membership at no charge in the first school year after their graduation. Five grades of membership are offered:

<u>Grade of Membership</u>	<u>Contribution</u>
Supporter	\$10-24
Green	\$25-49
Gold	\$50-99
Platinum	\$100-499
Diamond	\$500 and above

Section 2. Termination of Membership.

- A. Any member of FMA may terminate his or her membership at any time by requesting in writing, addressed to the Membership Chairman, that such member's name be stricken from the membership roll. Any dues previously contributed shall not be refunded.
- B. Any member may be removed from membership by a two-thirds majority vote of the members present at any meeting called for that purpose following the approval by the Board of Directors, for conduct deemed prejudicial to FMA provided that such member shall first have been served with written notice of the accusations against him or her and shall have been given an opportunity to be heard at the meeting at which such vote is taken.
- C. Membership shall terminate at the end of the fiscal year (July 31).

Section 3. Ex-Officio Members. The following shall be ex-officio members of FMA, regardless of the payment of dues:

- A. The William Fremd High School Music Department Chair, Band Director(s), Orchestra Director(s), and Choral Director(s) shall serve as ex-officio members of the Board of Directors but shall not have voting rights regarding any action of the Board of Directors or General Membership.
- B. One Viking Booster Club Representative may serve as liaison between the Viking Booster Club and FMA, but shall not have voting rights regarding any action of the Board of Directors or General Membership.

Section 4. Voting. Each member (as defined in Section 1 above) shall be entitled to one vote at meetings of the General Membership. Proxy voting shall not be permitted.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of FMA shall be managed by the Board of Directors.

Section 2. Composition. The Board of Directors shall be as follows (positions may be shared by several individuals but each position holds only one vote):

- * President
- * Vice President-Choir
- * Vice President-Orchestra
- * Vice President-Band
- * Vice President-Marching Band
- * Vice President-Show Choir
- * Secretary
- * Treasurer

Section 3. Nominating Committee. A Nominating Committee consisting of at least three but no more than five members of FMA shall be appointed by the Board of Directors in January of each year. The Nominating Committee shall publish a slate of candidates for office prior to the regularly scheduled meeting in May. Two of the current Board members and up to three people from the General Membership may be appointed to the Nominating Committee. Nominees should represent the band, orchestra, and choral groups. All nominees shall consent to their nomination prior to the May meeting. Nominations may be made from the floor provided that each nomination is accompanied by a written consent of the proposed nominee. Nominations will be posted on the FMA website prior to voting.

Section 4. Board of Directors Terms. The Board of Directors shall hold office from August 1 to July 31.

Section 5. Reelection to Office. The Board of Directors shall be eligible for reelection in their existing offices or another office; however, no person shall hold the same office for more than two years consecutively.

Section 6. Annual Election. The Board of Directors shall be elected annually at the regularly scheduled meeting of FMA during the month of May, by two-thirds majority of the members present and voting. All FMA members will be notified as to the date and time of this election. The date and time of the election will be posted on the FMA website.

Section 7. Resignations. Any member of the Board may resign by submitting his or her resignation in writing to any Board member, and said resignation being accepted by the remaining Board of Directors.

Section 8. Removal of Board Members. Any member of the Board may be removed by the remaining Board members whenever, in their judgment, the best interest of FMA will be served thereby. Such removal shall be made and approved by a three-quarters majority of the remaining Board Members.

Section 9. Power to Fill Vacancies. The Board of Directors shall have power to fill the unexpired term of any vacancy on the Board occurring from any reason.

Section 10. Compensation. All Board Members shall serve without pay.

ARTICLE V: BOARD MEMBERS AND THEIR DUTIES

All Board members will be active members of FMA. Board members will familiarize themselves with the current Bylaws and Standing Rules by the beginning of the fiscal year. The Board members will be as follows:

A. President. The President is the Chief Executive Officer of FMA and has the following duties:

- * Presides over all meetings of the Board of Directors and the General Membership
- * Determines that all orders and resolutions are carried out
- * Leads the general and active management of FMA business
- * Serves as Ex-officio member on all committees except the audit committee
- * Votes only in case of a tie

B. Vice Presidents

- * Perform the duties and exercise the powers of the President during the absence or disability of the President
- * Assume special assignments as directed by the President
- * Serve as a liaison between FMA and Band, Orchestra, and Choral Directors and programs
- * Act as trip coordinators for their respective programs unless a specific committee is appointed to coordinate the trip. Appointed trip coordinators do not have voting rights.
- * May assist in running fundraisers and determining amounts to be credited to student accounts
- * Assist directors in organizing selected social activities

C. Secretary

- * Preserves true minutes of the proceedings of all meetings in the books of FMA
- * Provides all notices required by statute, by law, or resolution, including notification of all meeting dates
- * Handles all correspondence for FMA
- * Provides current copies of Bylaws and Standing Rules to all incoming Board members at year end meeting.

D. Treasurer

- * Maintains custody of all corporate bonds and securities
- * Maintains in books belonging to FMA, full and accurate accounts of all receipts and disbursements
- * Prepares and maintains the FMA budget, which is approved by the Board of Directors
- * Deposits all monies, securities, and other valuable effects in the name of FMA in such depositories as may be designated for that purpose by the Board of Directors
- * Disburses the funds of FMA as may be ordered by the Board of Directors taking proper vouchers for such disbursements
- * Tenders to the President and Board members at the regular meetings and whenever required by them, an account of all transactions as Treasurer and to the financial condition of FMA
- * Is bonded annually or for the duration of term (bonding fees will be paid by FMA)
- * Files all necessary tax documents before their due date or coordinates filing by a paid qualified professional.
- * Files an end-of-the-year report
- * Presents the books for audit annually

ARTICLE VI: COMMITTEES AND THEIR DUTIES

The Standing Committees listed in this article shall operate under the supervision of their respective

Committee Chairpersons. Chairpersons of these committees shall be appointed by the Board of Directors. All committees shall assume their duties on August 1 and shall serve to July 31 of the following year. Chairpersons and other members of the committees shall be active members of FMA.

Section 1. Standing Committees

A. Communications Committee Delete this Committee (and re-number subsequent committees)

- * Makes sure that all up-to-date meeting notices, minutes and newsletters are posted on the FMA website
- * Works with Music Department Chair to maintain FMA website with current dates for events, fundraisers, and concert listing.
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

B. Fundraising Committee

- * Receives and analyzes all promotional ideas
- * Develops promotional programs and presents them to the Board of Directors or FMA if appropriate
- * Creates subcommittees as necessary for each fundraiser
- * Makes arrangements with other FMA members, Music Director(s), school and village officials, and others for the proper implementation of FMA activities
- * Executes all approved promotional programs
- * Evaluates the effectiveness of fundraising programs for annual presentation to the Board of Directors
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

C. Hospitality Committee

- * Comprised of a representative or representatives from Band, Choir, and Orchestra
- * Representatives of each group organize and execute hospitality after each respective concert or event
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

D. Membership Committee

- * Executes all projects necessary to promote membership
- * Maintains complete and accurate records of all members
- * Presents a monthly membership list to the Board of Directors
- * Maintains and distributes names of all FMA members who volunteer for jobs listed on the membership form to the Board and Committee Chairs
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee
- * Maintains accurate listing for printing in music programs

E. Newsletter Committee

- * Prepares and distributes news to membership via a periodic newsletter and/or news content on the FMA website. News consists of information gathered by this committee, from the Board of Directors, other committees and from Music Directors or the Department Chairperson.
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

F. Publicity Committee

- * Distributes publicity information that supports FMA and musical activities of William Fremd High School to the Fremd Activities Director, newspapers, radio, television, social media, and other media
- * Distributes posters as required
- * Makes arrangements with other FMA members, Music Department staff, school and village officials, or any others for the proper implementation of publicity activity
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents to the succeeding committee

G. Scholarship Committee

- * Determines requirements for scholarship programs, including summer music camp scholarships and in-need music lesson scholarships, for presentation to and approval by the Board of Directors.
- * Provides application forms for all interested Music Department students
- * Collects and verifies application contents
- * Acts as liaison with Treasurer for disbursement of scholarship grants or payment to music instructors for lessons, as appropriate.
- * Prepares a list of students receiving grants or lessons. In-need music lesson information is kept confidential and should be reviewed only by the Committee Chair
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

H. Student Accounts Committee

- * Maintains student account database reflecting fundraising profits earned by Music Department students for use as credits toward music department trips and sponsored activities that are board approved.
- * Acts as liaison with trip coordinators, treasurer and fundraising committee as needed
- * Communicates account activity to students as needed
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

I. Uniform Committee (Includes Viking Marching Band, Show Choir, Choirs, Band and Orchestra Girls uniforms, Band and Orchestra Tuxedos)

- * Maintains records of uniform inventories
- * Assists the Music Department in fitting, issuing, collecting, and maintenance of all uniforms
- * Provides support prior to athletic events, concerts, or trips as requested by the Music Department Chair or Directors
- * Makes recommendations to the Music Department and Board of Directors regarding the replacement of uniforms or the need to expand the inventory selections
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

J. Technology Committee

- * Coordinates recording of all Music Department performances
 - Fremd Auditorium performances are recorded by Fremd Tech Crew or paid professional
 - Performances at other venues are handled on a case-by-case basis
- * Creates archive copy of recording for each performance
- * When receiving sufficient orders for a recording, coordinates obtaining copyrights/mechanical licenses as well as mass production of the copies.
- * Maintains FMA website
- * Maintains proper records of all financial dealings of the committee for presentation to the Treasurer
- * Maintains a file on all activities conducted by the committee and presents the file to the succeeding committee

Section 2. Special Committees. Special Committees are to be appointed by the President with approval of the Board of Directors.

A. Audit Committee

- * Annually formed for the purpose of reviewing FMA's books
- * Consists of two members of the Board of Directors and one member from the General Membership
- * May recommend that all books be submitted to an accountant outside of FMA for audit

B. Bylaws Committee

- * Shall be formed every three years (or more frequently if necessary) for the purpose of reviewing and recommending changes to the Bylaws
- * The committee includes a minimum of one board member and two members of the General Membership.

ARTICLE VII: FISCAL YEAR

FMA shall operate on a fiscal year commencing August 1 through July 31.

ARTICLE VIII: MEETINGS, VOTING, AND QUORUM

Section 1. Meetings of the General Membership

- A. Annual Meeting.** The Annual FMA meeting of the General Membership shall take place in May of each year or as designated by the Board of Directors. This meeting shall include voting for the election of the

- Board of Directors for the next fiscal year and, if required, approval of revisions to the bylaws of FMA.
- B. Special Meetings.** Special meetings may be called by the President or upon request of three-quarters of the Board of Directors, provided notice is given to FMA membership in a timely manner of the time, place, and purpose.
 - C. Meeting Location and Dates.** All FMA meetings shall take place at William Fremd High School, unless otherwise designated. All meeting dates will be published in advance on FMA website.
 - D. Quorum.** A quorum shall be ten members present and voting on any business which shall come before FMA.
 - E. Legal Vote.** A legal vote shall be a two-thirds majority of the members present and voting.

Section 2. Board of Director Meetings

- A. Monthly Meetings.** Regular meetings of the Board of Directors shall take place monthly, unless canceled by Board action at the previous meeting. The date, time, and place of each meeting shall be determined at the previous meeting. Meetings of the Board of Directors are open to all FMA members. All meeting dates will be published in advance on FMA website.
- B. Special Meetings.** Special meetings may be called by the President or upon request of three-quarters of the Board of Directors. Such meetings may take place in person, by phone or by internet, at the discretion of the Board.
- C. Minutes.** The results of all meetings of the Board of Directors will be published in official minutes prepared by the Secretary.
- D. Quorum.** A quorum of the Board of Directors shall be ~~four~~ five Board Members present and voting on any business which shall come before the Board.
- E. Legal Vote.** A legal vote of the Board of Directors shall be a three-quarters majority of the members present and voting.

ARTICLE IX: DISPOSITION OF ASSETS

In the event of dissolution, the assets of FMA shall be distributed as follows:

- * All liabilities and obligations of FMA shall be paid, satisfied, and discharged, or adequate provisions shall be made.
- * All remaining assets may be transferred to a successor organization selected by a General Membership vote.