

# BYLAWS

OF

Foxboro Music Association, Inc.

## **Article 1.** **Definitions**

Name. The “Corporation” shall mean Foxboro Music Association, Inc. (FMA) its successors and assigns.

Board. The “Board” shall mean the Executive Board of Directors of the Corporation and shall refer to the elected officers.

School. “School” shall mean the Public Schools of the Town of Foxboro, Massachusetts including grades kindergarten through twelve.

## **Article 2.** **Purposes, Objectives and Governing Instrument**

Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Organization, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Organization and these Bylaws. The specific purposes of the Corporation shall be to foster, encourage and support the many aspects of music education in the School, to enrich the scope of student involvement, and to stimulate broad community involvement in the program.

Governing Instruments. The Corporation shall be governed by its Articles of Organization and its Bylaws.

Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

**Article 3.**  
**Membership**

Membership. Membership is open to parents/caregivers of students who are involved in any of the official School music performing groups, all music teachers, and any persons in the community indicating their interest by contacting any of the school music departments or an FMA Executive Board Member. Members must sign attendance sign-in sheets at meetings to verify and to record accurately the number of members present at each meeting.

Student Representation. The FHS band, choir, and orchestra shall each have a student representative attend monthly meetings. The students are non-voting members of the FMA. Any other students are welcome to attend any meeting as a non-voting member.

**Article 4.**  
**Meetings**

Monthly Business Meetings. Regular meetings will generally be held once each month September through June of each school year, usually on the 2nd Monday of the month, in the Foxborough High School Band Room. Meeting dates will be posted on the FMA website and will be emailed to all members or by other electronic communication as approved by the Board. Additional meetings of the Executive Board may take place throughout the summer and school year.

Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time-to-time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Quorum. At any meeting a quorum shall consist of at least two (2) Executive Board members and at least three (3) members at-large. However, should a quorum not be present, the officer present may adjourn the meeting from time-to-time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Voting. At all meetings, each member and officer shall have one vote. Votes will be approved by a two-thirds majority of those members in attendance. Members must be physically present at the meeting to vote. Voting by proxy, absentee ballot, email, phone, or other electronic means is prohibited.

Action Without a Meeting. In the event of an emergency request by a Foxboro Music Teacher, the Executive Board may vote on requests at their discretion. All emergency requests voted on by the Executive Board must be unanimously approved. The Executive Board must then report the expenditure at the next business meeting.

**Article 5.**  
**Executive Board and Committees**

Powers and Duties. Subject to the provisions of law, of the Articles of Organization and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Election and Qualifications; Term of Office. The Executive Board of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice President. An Election Committee shall be formed prior to or at the April meeting to conduct the election of the Executive Board in a fair and forthright manner. The Election Committee shall consist of at least two (2) and no more than five (5) members. Executive Board members or nominees for Executive Board positions are not eligible to serve on the Election Committee. The Chair of the Election Committee shall be chosen by the members of the committee.

Nominations for the Executive Board will be accepted prior to the start of the May meeting and should be submitted in writing or verbally to the Election Committee. Election of the Executive Board shall occur at the May meeting. Printed ballots will be distributed to all members present at the May meeting. Members may choose to write-in a member nominee not listed on the printed ballot. Space will be provided on the written ballot for write-in candidates. Such votes shall be valid. The Election Committee will calculate the votes for each nominee for each position during the May meeting and ballots will be counted publicly so that those present at the May meeting may observe the proceedings.

The Executive Board shall be elected by a two-thirds majority vote of the Membership at the May meeting and each Executive Board Member shall hold office for a term of one year, beginning August 1st and ending on July 31st of the following year, unless such Executive Board Member shall have resigned or shall have been removed as provided below. Each Executive Board Member can not serve in the same office for more than three consecutive one-year terms. However, the candidate who has served the maximum number of consecutive terms may be elected to serve an additional term provided no other interested candidate is nominated and is willing to serve. The same person may hold more than one office, except that the same person may not be both President and Secretary.

Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time-to-time make such reports of the affairs and operations of the Corporation as the Board may direct. The President shall preside at all meetings, work with the Board to develop meeting agendas, coordinate the work of the officers, maintain standing rules of order, (Modified Robert's Rules of Order), notify officers of their election and appointment, have authority to sign checks and act on behalf of the Treasurer for business transactions, and act as a keeper of the Bylaws. The President shall have such other powers and shall perform such other duties as may from time-to-time be decided on by the Board.

Powers and Duties of the Vice President. The Vice President shall be considered a member ex-officio of all committees, shall oversee and provide guidance to the committees and their chairpersons, assist the President, and chair meetings in the absence of the President. The Vice President shall have such other powers and shall perform such other duties as may from time-to-time be assigned to such Vice President by the Board. The Vice President shall have authority to sign checks and act on behalf of the Treasurer for business transactions.

Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. At the start of each school year the treasurer shall propose a budget to be voted on by the members. The Treasurer shall render a statement of the cash and other accounts of the Corporation at the monthly meetings, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall make disbursements in accordance with the FMA Board approval, budgetary guidelines, and where applicable Membership vote. The Treasurer shall comply with all IRS and Massachusetts state rules/laws regarding filing or notifications to donors or other pertinent entities. The Treasurer shall at all reasonable times exhibit the books and accounts to any member upon his or her request. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Delegation. In case of the absence of any Executive Board Member of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time-to-time delegate all or any part of the powers or duties of any Executive Board Member to any other Executive Board Member or any other Member.

Removal. Any Executive Board Member can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a two-thirds majority vote of the Membership in attendance at a meeting.

Resignation. Any Executive Board Member may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Vacancies. Any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a two-thirds majority of the members present at any business meeting. An Executive Board Member elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Committees and Chairs. The Executive Board Members may propose the formation of committees for specific purposes at any time. Each committee will be overseen by at least one Executive Board Member, and led by a chairperson or co-chairpersons. Chairperson(s)

coordinate and communicate the activities of the committee and are responsible for budgeting, including staying within the approved budget, keeping accurate records of all expenditures, reporting all expenditures with appropriate receipts to the Treasurer, and keeping the Membership informed of all major decisions and milestones in a timely manner. The term of the chairperson(s) shall be for one (1) year.

**Article 6.**  
**Bank Accounts, Checks, Contracts and Investments**

Bank Accounts, Checks and Notes. The Executive Board Members are authorized to select the banks or depositories it deems proper for the funds of the Corporation. The President and Treasurer shall be authorized to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Contracts. The Executive Board may, at its discretion, authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Membership may deem desirable.

**Article 7.**  
**Dissolution**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Membership that is consistent with the Articles of Organization and with state law.

**Article 8.**  
**Amendments**

These Bylaws may be altered, amended, added to or repealed at any business meeting by the vote of a two-thirds majority at the meeting.

**Article 9.**  
**Construction**

In the case of any conflict between the Articles of Organization of the Corporation and these Bylaws, the Articles of Organization of the Corporation shall control.

These Bylaws were adopted at a Business Meeting of Foxboro Music Association on February 10, 2020.

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Angela Davis  
President

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Erin Earnst  
Vice President

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Jodie Whidden  
Secretary

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Michelle Kenney  
Treasurer