

BLOOMFIELD BAND AND ORCHESTRA BOOSTERS (BBOB)

BYLAWS

As Amended and Consolidated February 2, 2026

ARTICLE I. NAME AND LEGAL NATURE

Section 1. Name

The name of this organization shall be the **Bloomfield Band and Orchestra Boosters** ("BBOB").

Section 2. Legal Nature

BBOB is a nonprofit corporation organized and existing under the laws of the State of Michigan.

ARTICLE II. PURPOSE

The purposes of BBOB are to:

- a) Arouse and maintain an enthusiastic interest in instrumental music at Bloomfield Hills High School and to bring together students and faculty on a basis of mutual interest and understanding;
- b) Enrich student experiences through extracurricular instrumental activities; financial aid shall not be given to support required instrumental curriculum or administrative costs unless otherwise approved by the Board of Directors;
- c) Cooperate with those responsible for the instrumental music program, school administration, and the Board of Education;

- d) Build and maintain an organization that promotes the general activities of the instrumental music program;
- e) Support opportunities for student performance in the schools and in the community;
- f) Support combined activities of vocal and instrumental music students;
- g) Actively work to build community interest in and support for the instrumental music program at Bloomfield Hills High School; and
- h) Be organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under that section.

ARTICLE III. MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

Membership shall be open to any family interested in supporting this organization and the instrumental music programs of Bloomfield Hills High School. The organization may establish one or more classes or levels of membership. Eligibility, benefits, and annual dues for each class or level of membership shall be determined by the Board of Directors and may be revised from time to time. Membership does not confer any right to manage or control the organization, which authority is vested exclusively in the Board of Directors, except as expressly provided in these Bylaws.

Section 2. Dues

Membership dues shall be determined by the Board of Directors and are payable annually in the fall.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Directorship Basis

BBOB shall be organized on a directorship basis.

Section 2. Management

The Board of Directors shall have exclusive authority to make management decisions necessary to conduct the business affairs of the organization, either directly or through officers and agents selected by them.

Section 3. Number of Directors

The number of directors shall be determined annually by the Board of Directors, but shall not be fewer than seven (7).

Section 4. Term of Office

Each director shall be elected for a term of one (1) year.

Section 5. Instrumental Teachers and Administrators

The instrumental music teachers and building administrators of Bloomfield Hills High School shall be members of the Board of Directors in an advisory capacity only and shall have no voting rights.

Section 6. Compensation

Directors shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred in their capacity as directors. A director acting in a capacity other than as a director may receive reasonable compensation for services as approved by the Board of Directors.

Section 7. Volunteer Director Liability

A volunteer director, as defined by the Michigan Nonprofit Corporation Act, shall not be personally liable to the organization for monetary damages for breach of fiduciary duty except as provided by law.

Section 8. Election

The President, with the advice and consent of the Board of Directors, shall present a slate of candidates to the membership at the annual meeting. Directors shall be elected by a majority vote of members present.

Section 9. Removal

Any director may be removed, with or without cause, by a majority vote of the Board of Directors.

Section 10. Vacancies

Vacancies may be filled by a majority vote of the remaining directors for the remainder of the term.

ARTICLE V. OFFICERS

Section 1. Election

The officers of the organization shall include a President, Vice President or Co-Presidents, Secretary, Treasurer, and such other officers as the Board of Directors may deem necessary. Officers shall be elected by the membership unless otherwise determined by the Board.

Section 2. Term of Office

Officers shall serve one (1) year terms beginning at the first meeting following election and continuing until successors are elected or appointed. Officers may be removed by the Board of Directors when in its judgment the best interests of the organization will be served.

Section 3. Compensation

Officers shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses.

Section 4. President

The President shall prepare an agenda and preside at all meetings of the organization, appoint all committees, and shall be a member of all standing and appointed committees. The President, or his/her representative, shall communicate with the building administrator and music teachers of Bloomfield Hills High School concerning proposed programs, policies, and activities. The President shall ensure that all orders and resolutions of the Board of Directors are carried into effect and shall execute all authorized conveyances, contracts, or other obligations in the name of the organization,

except where required by law to be otherwise signed and executed or where such authority has been expressly delegated by the Board of Directors to another officer or agent of the organization.

Section 5. Vice President

The Vice President shall perform the duties of the President in the President's absence and other duties as assigned by the Board.

Section 6. Secretary

The Secretary shall maintain records and minutes and provide required meeting notices.

Section 7. Treasurer

The Treasurer shall receive all funds due the organization, keep an accurate account of said funds and deposit said funds in a bank under the organization's name. Funds paid out shall be approved by the Board of Directors and the approval recorded in the minutes. Organizational checks shall be signed by the Treasurer or the President, if the Treasurer is unavailable. The Treasurer shall render to the President and Board of Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the organization. The Treasurer shall assist in the preparation of any required tax reporting. The Treasurer shall ensure that required annual liability insurance and other insurance coverage approved by the Board of Directors is maintained and paid in a timely manner. The Treasurer, President or official designate as authorized by the Board of Directors, shall file required annual reports with the State of Michigan.

Section 8. Band Camp Coordinator

The Band Camp Coordinator shall be a voting member of the Board of Directors. The Band Camp Coordinator shall oversee the planning, coordination, and execution of the annual band camp program in cooperation with the Band Director and Assistant Director. Duties shall include, but are not limited to, coordination of logistics, transportation, housing, meals, equipment, and supplies, and communication with host facilities and service providers; management of student registration and health information; coordination and supervision of parent chaperones and volunteers; coordination of required meetings; and on-site oversight of band camp operations to ensure student safety and program needs are met. The Band Camp Coordinator shall work with the Treasurer regarding authorized payments received and payments necessary for band camp. The Band Camp Coordinator shall perform such other duties as the Board of Directors may prescribe.

ARTICLE VI. COMMITTEES

The Board of Directors may establish and dissolve committees as necessary and shall define their scope and authority.

ARTICLE VII. MEETINGS

Section 1. Regular Meetings

Board meetings shall be held monthly at a time determined by the Board and shall be open to interested persons.

Section 2. Special Meetings

Special meetings may be called by the President with at least ten (10) days' notice unless otherwise permitted by law.

Section 3. Annual Meeting

The annual meeting shall be held for election of directors and other business with at least ten (10) days' notice to members.

Section 4. Quorum

A majority of the Board shall constitute a quorum. Members present at the annual meeting shall constitute a quorum.

ARTICLE VIII. FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

ARTICLE IX. INDEMNIFICATION

The organization shall indemnify directors and officers to the fullest extent permitted by Michigan law.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors at a meeting where proposed changes have been provided in advance.

Amendment History (Selected):

- May 7, 2007: Financial Security Procedures
- April 13, 2009: Dissolution Clause
- February 1, 2016: Updates to Financial Policies and Conflict of Interest Policy
- April 9, 2018: Board of Directors Updates
- August 11, 2025: Creation of the Band Camp Coordinator position as an executive officer and voting member of the Board of Directors (approved by Board action).
- January 12, 2026: Adoption of consolidated bylaws incorporating prior amendments and addenda; revision of Article III to reflect multiple membership levels as determined by the Board of Directors; and reassignment of responsibility for filing required reports with the State of Michigan to the Treasurer.
- February 2nd, 2026: Added IRS Form 8822-B responsible party change filing requirement

ARTICLE XI. EXEMPT ACTIVITIES

No activity shall be carried on that is inconsistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII. FINANCIAL SECURITY

Section A. Cash and Check Management

Procedures shall be maintained to ensure financial integrity, including dual controls for significant cash handling.

Section B. Outlays

Invoices or receipts shall be required for payment or reimbursement.

Section C. Accounts

All accounts shall be held in the organization's name with appropriate signatories.

Section D. Financial Reports

Regular financial reports shall be provided to the Board.

Section E. Miscellaneous

Loans to individuals are prohibited.

Section F. Tax Returns

All tax returns shall be reported at the first meeting of the school year. Filings with extensions shall remain standing agenda items until completed. Returns shall be signed and co-signed by the Treasurer and President or their designee for organizational records.

Section G. IRS and State Correspondence

Correspondence from the IRS or State shall be shared between the Treasurer and President, with required actions reported at the next Board or general meeting.

Section H. IRS Responsible Party Changes

The Treasurer shall ensure compliance with Internal Revenue Service requirements regarding the designation of a responsible party. Any change in the organization's responsible party or address shall be reported to the Internal Revenue Service by filing Form 8822-B, Change of Address or Responsible Party, within sixty (60) days of such change. The Treasurer shall coordinate such filings with the President or official designee as authorized by the Board of Directors and shall maintain records of all filings.

ARTICLE XIII. DISSOLUTION

Upon dissolution, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV. CONFLICT OF INTEREST POLICY

Board members shall disclose conflicts of interest and recuse themselves from related discussions and votes. This policy shall be reviewed annually.