

Part II Line 5: Bylaws

MAVERICK CHORAL SOCIETY, INC.

BY-LAWS

The following BY-LAWS are in conjunction with the State of Florida Not For Profit Articles Of Incorporation filed with the State in Florida Document Number N16000010146. These BY- LAWS shall be the governing factor in which the association shall abide. Henceforth the MAVERICK CHORAL SOCIETY, INC. shall also be referred to as "MCSI" and or "We" as contained within these following Articles.

ARTICLE I

SECTION 1: NAME:

The name of the association shall be the MAVERICK CHORAL SOCIETY, INC. and shall appear as such on all legal documents, correspondences, publicity publications and advertisement, but not be limited to such.

SECTION 2: OBJECTIVE:

The objective of the MCSI shall be to raise the funding necessary in order to provide for the day to day operational cost of the Association and to provide capital funding for the purchase of new music, music equipment, sound recording equipment, field trips, off-set student costs within the Miami Arts Studio (MAS) at Zelda Glazer, 6 - 12 Vocal Magnet Program and student scholarships for both academics and hardships, as well as to provide for a stable future for the MAVERICK CHORAL SOCIETY, INC.

SECTION 3: AFFILIATION:

The affiliation of the MAVERICK CHORAL SOCIETY, INC. shall be with the Miami Arts Studio at Zelda Glazer, 6 – 12 Vocal Magnet Program and may also be referred to as the supported organization according to the IRS laws governing 501(c) corporations.

ARTICLE II

SECTION 1: OFFICERS:

The Officers shall consist of the following President, Vice-President, Treasurer, Secretary, Public Relations Officer, and Recruitment Officer. Executive Committee positions, except for President and Treasurer, may be filled by multiple members as stated in Article X, Standing Rules.

SECTION 2: EXECUTIVE COMMITTEE:

The above named officers in Section 1, MAS Vocal Magnet Program teacher(s), and up to two (2) Student Leadership Representatives shall make up the Executive Committee.

SECTION 3: DUTIES OF OFFICERS:

The duties of the MCSI officers shall be as follows.

Maverick Choral Society, Inc. EIN: 81-4204217

3A: PRESIDENT:

The President shall be the general spokesperson for the MCSI. They shall conduct all proper and legal business on behalf of the MCSI. They shall act as chairperson at all meetings of the Executive Committee and general membership meetings. In case of voting ties the President shall have the deciding vote. The President shall have the authority to sign all legal documents and correspondences on behalf of the MCSI. The President shall also hold the authority to sign checks approved by the Executive Committee and/or general membership for payment. The President MAY NOT sign checks, disperse funds and/or conduct legal business on behalf of the MCSI without the approval of the Executive Committee and/or the general membership via approved expenses listed within budget or by Executive or general membership vote. All checks, charges, and withdrawals approved within the budget but not requiring an Executive and/or general membership vote from the association bank account MUST BE disclosed to the Executive Committee in writing (electronically via messaging or email or other executive board approved written format) before and/or at the moment of the disbursement of funds.

3B: VICE PRESIDENT:

The Vice-President shall act on behalf of the President when the President is unavailable. The Vice-President shall act as the Executive Committees representative on all sub-committees. The Vice-President shall be one of three Executive Committee members allowed to sign checks upon approval from the Executive Committee and/or general membership. The Vice-President shall assist the President as needed.

3C: SECRETARY:

The Secretary shall keep minutes at all Executive Committee (special and emergency meetings) and annual general membership meetings of the association only and made available via electronic format at membership request, through email and/or posted on website. Provide the President a copy of all recorded minutes from all meetings. Have available at all meetings a current copy of the BY-LAWS, a copy of Robert's rules of order, a list of the current membership and a list of committees and their members. The Secretary shall write official correspondence of the MCSI, upon direction of the President, Executive Committee or the association itself. The Secretary shall also keep a file of all correspondence regarding the MCSI and provide a copy of all to the President. Inform the association of any correspondence received in the name of the association. The Secretary shall also be responsible for all mailings to the general membership about upcoming meetings, events, fund-raisers and general information regarding business activities of the MCSI. In case of the absence of both the President and Vice-President, the Secretary shall preside at meetings. The Secretary shall NOT have the authority to conduct legal business on behalf of the MCSI without the permission of the President.

3E: TREASURER

The Treasurer shall be the official financial custodian of all funds collected by the MCSI. The Treasurer shall record any funds collected in the proper accounts according to the approved budget with description showing purpose of collection. The Treasurer shall also keep an accurate record of all student accounts. Keep an accurate record of all financial transactions and provide a monthly statement of all accounts associated with the MCSI to the Executive Committee. Be able to furnish a statement at **ANY** time showing the current financial condition of the MCSI. Be responsible for checking all bills and receipts presented for payment as approved by the Executive Committee or the general membership. The Treasurer shall pay all bills within thirty (30) days upon receipt and approval. If any bill is delayed more than thirty (30) days the Executive Committee must be notified. The Treasurer shall be one of three Executive Committee members whose signature is required on all checks. The Treasurer shall reimburse approved expenditures paid by members via check or electrical payment method such as Zelle only after approval by President or by special and/or emergency meeting. The Treasurer shall not reimburse self, only the President is able to reimburse the Treasurer via check or electrical payment method such as Zelle for any approved expenditures incurred by the Treasurer. The Treasurer shall deposit all funds into the association bank account within five (5) days upon collection. The Treasurer shall **NOT** collect or deposit any funds unless it is recorded in financial records such as Quick Books. All funds collected at association fundraisers and/or any other association activity and/

or program or school function in which the association is the monetary beneficiary MUST BE disclosed to the Executive Committee in writing (electronically via messaging or email or other executive broad approved written format) at the moment of the collection of funds.

3F: Public Relations Officer:

The Public Relations Officer shall be responsible for the coordination of all fund-raising activities. This officer shall act as the representative of the MCSI with fund-raiser vendors. The Public Relations Officer shall provide updates at the Executive Committee and general membership meetings. The Public Relations Officer shall also be involved in community outreach campaigns such as the Sponsorship Program and the Capital Equipment Campaign.

3G: RECRUITMENT OFFICER (A.K.A. Ways and Means Committee Chairperson)

The Recruitment Officer shall be responsible for the recruitment of members to the Ways and Means committee from within MAS and the local community. The primary function of this group is to support and/or volunteer at MCSI sponsored events and fundraisers. This officer is responsible for the communication and organization of volunteer, donation and sponsorship efforts through approved and/or appropriate means necessary to support all association and/or program goals, events, and/or activities under the guidance and direction of the Executive Committee. The Recruitment Officer shall also assist, encourage and promote the wellbeing of the goals of the association and/or program.

SECTION 1: MEETINGS:

ARTICLE III

It shall be the duty of the Executive Committee to meet prior to, but not the day of each annual general meeting to discuss items to be placed on the agenda. The Executive Committee shall have the sole power to decide agenda items. Agenda items must be submitted no later than one week prior to the annual general meeting in order to be considered for placement on the agenda.

SECTION 1A: SPECIAL MEETINGS:

The Executive Committee may hold special meetings in order to conduct business in the best interest of the MCSI. An agenda is NOT required prior to conducting a Special Meeting. The Executive Committee shall hold these meetings when decisions are necessary and/or a general meeting of the voting membership can not be arranged. Meetings may be held in-person or using electronic communication via instant messaging app such as WhatsApp, virtual meeting platform such as Zoom or any other appropriate software, or in a hybrid format of in-person, messaging and/or virtual platform. There shall be a majority quorum needed in order to conduct business. Financial matters of less than \$2500.00 may be approved by way of a special meeting.

SECTION 1B: EMERGENCY MEETINGS:

Emergency meetings may be held when a quorum of the Executive Committee members can not be arranged either in-person or using electronic communication via instant messaging app such as WhatsApp, virtual meeting platform such as Zoom or any other appropriate software, or in a hybrid format of in-person, messaging and/or virtual platform. Telephone, electronic communication or email approvals are acceptable between Executive Committee members. Decisions may be made between the President, or Vice-President acting on behalf of the President and two (2) other Executive Committee members if a quorum is not possible. Financial matters may only be approved by way of emergency meetings if the Treasurer is available. Financial matters of less than \$2500.00 may be approved by way of an emergency meeting.

SECTION 1C: ANNUAL GENERAL MEETINGS:

Maverick Choral Society, Inc. EIN: 81-4204217

The MCSI shall hold two (2) annual general meetings according to the Articles of Incorporation and the laws of the State of Florida regarding Not For Profit corporations. These meetings may be held in-person or via virtual meeting platform such as Zoom or any other appropriate software, or in a hybrid format of in-person, electronic communication, and/or virtual platform. Finalized agendas for annual meetings must be provided one (1) week prior to set date of meeting. One (1) regular general membership meeting shall take place in the beginning of the school year, anytime between August and October. One (1) annual general election meeting shall take place anytime between April and **May** and include the election of new officers and/or the reelection of current officers under the agenda item regarding new business. The newly elected Officers shall assume their duties on **June 1**.

SECTION 2: RULES REGARDING MEETINGS:

A. Regular annual general membership meetings shall be held in person or via hybrid format once a year during the school year. Meetings shall start at a day and time set by the Executive Committee.

B. Meetings of the general membership shall last no longer than sixty (60) minutes. If a meeting appears to run longer than sixty (60) minutes business must be referred to the Executive Committee, deferred to the next meeting or a motion must be passed extending the meeting by thirty (30) minutes only in accordance with Article X, Standing Rule #1.

C. Robert's rules of order shall govern the meeting and conduct.

D. A quorum will be established at an annual general meeting when members present consist of a majority quorum of the Executive Committee (majority must include the President or Vice-President acting on behalf of the President and Treasurer) and one (1) member of the general membership.

E. An agenda in electronic format must be provided at each annual general membership meeting. A written format must be provided if requested by any member to ensure access.

F. Only members in good standing (via paid membership dues) may make motions and /or vote on motions brought before the general membership.

SECTION 3: EXECUTIVE COMMITTEE DUTIES:

A. The Executive Committee shall transact any business between regular meetings.

B. Shall have the power to approve expenses less than \$2500.00.

C. Shall set the agendas for all annual general meetings.

D. Shall conduct business on behalf of the MCSI as directed by the general membership.

E. Submit a balanced budget at the annual general election meeting each year for approval by the general membership.

F. A quorum shall consist of a majority of elected officers. A majority must include the President or Vice-President acting on behalf of the President and Treasurer.

ARTICLE IV

SECTION 1: ELECTION OF OFFICERS:

The MCSI shall elect its officers at the annual general election meeting held between April and **May**. The winning candidate shall be the one with a majority vote of the active general and executive membership only.

Maverick Choral Society, Inc. EIN: 81-4204217

Only due to emergencies, such as pandemic shutdowns, the general election meeting may be postponed to a date determined by a majority vote of the general membership.

SECTION 2: ELIGIBILITY OF CANDIDATES:

Any current member in good standing who has attended at least one (1) meeting prior to the election shall be eligible to run for office. A member in good standing is one who has paid their dues and has participated as an active member in the MCSI.

SECTION 3: NOMINATIONS:

During the annual general election membership meeting, nominations shall be taken from the floor under the agenda item Officer Nominations. If the member self-nominates or accepts a nomination, their name shall be placed on the ballot to be voted on at the annual general meeting. A member may be placed on a ballot if not present at this meeting by written notice (via paper, electronic messaging, or email) to the President and Executive Committee one hour prior to the nominations.

SECTION 3A: NOMINATED OFFICES:

The offices to be nominated during the annual general election meeting must be the following PRESIDENT, VICE- PRESIDENT, SECRETARY, TREASURER, PUBLIC RELATIONS OFFICER and RECRUITMENT OFFICER. The MCSI may decide upon a majority motion vote to move the election to an alternate meeting date in order to encourage the participation of new members.

SECTION 3B: NOMINATION BALLOTS:

If more than one candidate is nominated for the offices of President and/or Treasurer, the Executive Committee shall prepare a ballot in written or electronic format for the election held at the annual general election meeting. In accordance with Article X, Standing Rule #2, if only one candidate is nominated for each office or if multiple candidates are nominated for Vice-President, Secretary, Public Relations, and/or Recruitment Officer, then the election may be held during the meeting under a motion from the floor to accept the candidates as nominated. Office positions in which multiple candidates are nominated, the candidate with the most votes is installed in that position and the candidate(s) with the lower vote count may chose to be installed in another available position under a motion from the floor to accept the candidate(s) as nominated by the membership present. If the slate of officers are accepted during the election the installation of officers must be read into the record during the meeting.

SECTION 4: TERMS OF OFFICE:

The term of office for all elected offices shall be for one (1) year. The term shall run from June 1 to May 31. Only due to emergencies, such as pandemic shutdowns, the term of officers may be extended to a date determined by a majority vote of the general membership.

SECTION 5: REPLACEMENT OF OFFICERS:

If an elected officer should leave their office prior to the end of their term an emergency election shall be held at the next general meeting. Nominations shall be taken from the floor and a vote shall proceed after all nominations have been accepted. Notice of elections via electronic communication shall be sent out to the general membership one (1) week prior to the meeting.

SECTION 6: REMOVAL OF AN OFFICER:

If any elected office conducts business not in the best interest of the MCSI, conducts any criminal activity, misuses any MCSI funds or does not fulfill the duties of their office as described within these BY-LAWS. They may be removed from office by a majority plus one vote by the general membership. Notice of a pending removal vote must be sent to the general membership two (2) weeks prior to the removal vote. This notice

must be entered into the record and a motion to accept the notice must be voted on before any removal vote can be taken. Replacement of that office shall fall under **Article IV Section 5: Replacement of Officers.**

ARTICLE V

SECTION 1: FISCAL YEAR:

The MCSI fiscal year shall run from June 1 through May 31 as filed with the State of Florida under the articles of incorporation document **#N16000010146.**

SECTION 2: STUDENT ACCOUNTS:

The MCSI may open student accounts for active members of the Miami Arts Studio at Zelda Glazer, 6 – 12 Vocal Magnet Program. A student may add up to fifty (50) percent of the profit made from select fund-raiser they participate in to offset the cost of any Music program activity.

SECTION 2A: STUDENT FUNDS:

Student funds as related to the student accounts **SHALL** be kept separate from the general operating funds of the MCSI. If funds are to be transferred into the general operating account it must be approved by the general membership. When a student graduates, or no longer participates in the Miami Arts Studio at Zelda Glazer, 6 – 12 Vocal Magnet Program, the funds in their account shall remain part of the MCSI. Accounts are not transferable or refundable.

SECTION 2B: ACCOUNT RECORDS:

The corporate Treasurer shall keep accurate records of the student accounts. A report of the status of the student accounts shall be given at each general meeting. A statement of accounts shall be placed into the record at each meeting.

SECTION 3: PURCHASE OF MATERIALS AND EQUIPMENT:

The MCSI from time to time may purchase materials and equipment as related to the operation of the company. Any purchases or use of funds included in the approved budget may be conducted without requiring a new vote. All checks, charges, and withdrawals approved within the budget but not requiring an Executive and/or general membership vote from the association bank account **MUST BE** disclosed to the Executive Committee in writing (electronically via messaging or email or other executive board approved written format) before and/or at the moment of the disbursement of funds.

The Executive Committee shall have the authorization to approve purchases up to \$2500.00. All purchases over \$2500.00 must be approved by the general membership.

SECTION 3A: PURCHASE ORDERS:

A MCSI Purchase Order must be issued for any purchase over \$10,000.00 after general membership vote of one from three quotes from approved vendors.

SECTION 3B: INVOICES:

All invoices from vendors shall be made in the name of the MAVERICK CHORAL SOCIETY, INC. The MCSI shall not approve for payment any invoice or bill not in the MCSI's name.

SECTION 3C: PAYMENT OF INVOICES:

No invoice over \$2500.00 shall be paid without approval from the general membership. Payment shall be made from the MCSI's general fund provided the account sub-ledger to which the invoice will be charged has been properly funded.

ARTICLE VI

SECTION 1: COMMITTEES:

The MCSI may appoint from time to time committees to help with the day to day operations. These committees are but not limited to the following:

- A. Banquet
- B. Chaperone
- C. Ways and Means
- D. Audit
- E. Fundraiser
- F. Publicity
- G. Communications

SECTION 1A: COMMITTEE CHAIRMAN:

The Chairman of each committee shall be elected from the members of that committee. The MCSI Vice-President shall act as the representative from the Executive Committee on all committees. The Executive Officer shall act as the chairman and Executive Committee representative for the Fundraiser committee only.

SECTION 1B: TERM OF COMMITTEES:

The term of each committee and its Chairman shall be from date of appointment to end of MCSI fiscal year, May 31.

SECTION 1C: COMMITTEE REPORTS:

The Chairman of each committee shall be prepared to give a status report to the Executive Committee's meeting if called to do so. They shall give a report of their committee's activities to the general membership as placed on the approved agenda.

SECTION 2: AUDIT COMMITTEE:

If deemed necessary, the President shall recommend to the Executive Committee three (3) members of the general membership who are not officers of the MCSI and the Music directors to act as the Audit committee. The audit committee shall meet once a year with the sole purpose to audit the books of the MCSI. Upon request from the audit committee the corporate treasure shall make all financial records available to the committee. The audit committee shall issue a report to the general membership at the next meeting following the committee's audit.

SECTION 2A: SPECIAL AUDITOR:

If the audit committee deems necessary a Special Auditor may be brought in to audit the financial records of the MCSI. The Special Auditor shall be independent of the MCSI (not a member) and must have an accounting background. The Special Auditor shall issue a report to the general membership at the next meeting following the audit.

ARTICLE VII

SECTION 1: FUND-RAISERS:

The MCSI may from time to time hold fundraisers to raise the necessary funds to operate its annual budget. If a music student participates in all fundraisers, then up to 50% of their profit from some fundraisers may be deposited into their account.

SECTION 2: PROCEDURES FOR BOOSTER CLUBS:

All fundraisers must follow the guidelines set forth by the Miami-Dade Public Schools memo dated July 2018.

SECTION 3: FUNDRAISER APPROVAL:

All fundraisers must be approved by a majority vote of the executive committee and must be on file in the Activities Office of the school.

ARTICLE VIII

SECTION 1: AMENDMENTS:

The BY-LAWS of the MCSI may be amended at any regular meeting of the association by a two-thirds (2/3) vote of the active membership present. Before any amendment can be brought to a vote a two (2) week prior notice must have been sent to the general membership informing them of a pending amendment vote, a description of the amendment to be changed or added must also be included.

SECTION 2: COPIES OF BY-LAWS:

A copy of the BY-LAWS shall be made available to any active member in good standing via website.

SECTION 3: PARLIAMENTARY PROCEDURES:

Any parliamentary procedures not covered by these BY-LAWS shall be governed by Robert's Rules of Order, revised edition. Robert's Rules of Order, revised edition shall be made available at all meetings of the MCSI. <https://robertsrules.com/>

ARTICLE IX

SECTION 1: STANDING RULES:

Standing rules may be established by a majority vote of the general membership and without prior written notice. Once passed standing rules shall be recorded in the Recorded Standing Rules section of the BY-LAWS. A standing rule may be revised or rescinded upon majority vote of the active general membership. The date the standing rule was passed must be included with the rule when recorded in the BY-LAWS.

ARTICLE X

STANDING RULES

1. All meetings shall commence promptly at the stated time and shall not exceed 90 minutes in length (2017).
2. Executive Committee positions, except President and Treasurer, may be filled by multiple members (2018).