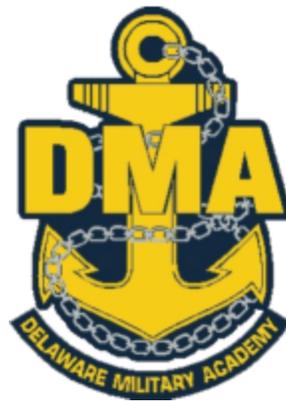


Official By-Laws of the

Delaware Military Academy

Music Association



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Delaware Military Academy Music Association BY-LAWS

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Article 1: Name and Purpose

Section 1: Name: The name of the organization is the Delaware Military Academy Music Association. Herein referred to as DMA MA.

Section 2: Purpose: The purposes for which the corporation is organized are exclusively charitable and educational, including but not limited to:

1. Providing planning, technical, business and financial assistance to the chorus, instrumental music programs, and visual ensemble at Delaware Military Academy.
2. Lending all possible support, both moral and financial, to the general chorus, instrumental music programs, and visual ensemble at the Delaware Military Academy, assisting in the instruction and training of Chorus and Band cadets who are developing their capabilities and benefiting the broader public community.
3. Initiating and maintaining an enthusiastic interest in the various phases of the Chorus, Instrumental Music Programs, and Visual Ensemble Department of the Delaware Military Academy. Provide a captive audience for Chorus, Band, and Visual Ensemble members practicing to appear before the public.
4. Co-operate with those in charge of the Chorus, Instrumental Music Department, Visual Ensemble, and the School Board to the end that the department be brought to and kept at the highest possible degree of efficiency. To build and maintain an organization which will help promote the general activities of the Chorus and Instrumental Music Department.
5. Performing any and all lawful activities which may be useful in accomplishing the purposes of the DMA MA, either alone or in conjunction with other organizations. This organization's activities shall be limited to the scope and intent of SECTION 501(C)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

Article II: Members

1. Any parent(s) of band, visual ensemble, and chorus members, DMA Board of Directors, Alumni of the Delaware Military Academy, and any person interested in the objectives for which the DMA MA is organized may become a member.
2. The term of membership is (1) year.
3. With the exception of the Band Director, the Chorus Director, and Commandant, who are honorary members, each member of the DMA MA shall pay annual band or chorus dues to become a member in good standing.

4. Alumni of DMA and interested members of the community without a cadet at DMA may become members by paying a fee set by the MA Board.

Article III: Activities

1. Activities sponsored by the DMA MA are typically:
 - a. Raising funds through outside corporate sponsorship and donations;
 - b. Raising funds through yearly sales;
 - c. Raising funds through the sale of refreshments, programs, etc. at events hosted by the DMA MA;
 - d. Running all aspects of home events except that which is directly related to teaching and judging.
2. Funds raised, collected, and/or allocated by the DMA MA are to be used for:
 - a. Entry fees for the band(s) and chorus in competitions;
 - b. Pre-approved out-of-pocket expenses, transportation, room and board for the cadets; director(s) and their assistant(s);
 - c. Awards given at DMA MA hosted events;
 - d. Necessary materials for the Awards Banquet;
 - e. Pre-approved out-of-pocket expenses, transportation, room and board for chaperones to be selected by the Board of Directors on a rotating basis from the association's membership;
 - f. Purchasing and maintaining such equipment and supplies necessary for the operation of the band(s), chorus, and visual ensemble not otherwise provide for;
 - g. The next fiscal year's beginning capital.

Article IV: Leadership

Section 1: Number and Composition: The affairs of DMA MA shall be managed, and its association powers exercised by its Board of Directors. The Board shall consist of not less than five (5), but no more than eleven (11) voting members.

The Board of Directors shall include the following:

- A. Band Director
- B. Chorus Director
- C. President
- D. Vice-President
- E. Secretary
- F. Treasurer

Section 2: Election, Term and Term Limit: The Board of Directors, with the exception of the Band Director and Chorus Director, shall be elected by the membership to serve for one (1)

year. The Band Director and Chorus Director shall be permanent members of this organization's Board of Directors. Elections will take place at the last monthly meeting, typically in the month of May. No member of the Board of Directors, with the exception of the Band Director, the Chorus Director and the Treasurer, shall serve more than two consecutive terms in any office. The Treasurer may serve up to three consecutive terms.

Section 3: General Powers: The business and affairs of the membership shall be managed by the Board of Directors. The association shall be strictly on a non-profit basis, and no part of the income of the association shall inure to or become the property of any officer, member, or other private individual.

Section 4: Nominations: The Board of Directors, with the exception of the Band Director and Chorus Director, shall be elected by the general membership.

1. The President of the association shall, in the month of March, appoint a nominating committee of three (3) members, which shall be approved by the Board.
2. The nominating committee will elect its chair.
3. The nominating committee shall submit one or more nominees for each elective office at the April meeting for the election of officers.
4. Nominations shall also be allowed from the floor, with prior consent of nominee.
5. Officer election by vote will take place at the May meeting.
6. Election by a majority of votes shall be necessary. A quorum of at least 7 (seven) members in good standing must be present.

Section 5: Qualifications: All Directors shall be individuals who are supportive of the purpose of the association, who are members in good standing, and are otherwise qualified in accordance with the Articles of Incorporation of this corporation and by these By-Laws.

Section 6: Vacancies: Vacancies occurring in the Board of Directors shall be filled as soon as possible for the unexpired term.

A vacancy in the office of President will be filled by the Vice President. A vacancy in any other office or position will be filled by a vote of the general membership.

Any officer having served more than half ($\frac{1}{2}$) of a full term shall be deemed to have served a full term in such office.

Section 7: Removal of Directors: Any Director may be removed from office by recommendation of a two-thirds ($\frac{2}{3}$) vote of the remaining directors and sustained by a majority vote of the general membership, or by a two-thirds ($\frac{2}{3}$) vote of the members present at any regular meeting, or a special meeting called for that purpose.

Section 8: Employees and Agents: The Board of Directors may employ and discharge any such employees and agents of the association as it may deem necessary. Authority to hire and discharge may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate. In the event that the Board of Directors shall employ new hires, one or more full-time employees, it shall adopt a formal personnel policy establishing the terms of employment.

Section 9: Compensation: Directors shall be entitled to receive at appropriate rates prescribed from time to time by the Board reimbursement for travel, subsistence, and other expenses necessarily incurred in connection therewith. A Director shall not serve the association for such services, except as authorized by the Board.

Section 10: Resignation: A Director may resign by giving a written notice to the President of the association. A resignation shall take effect at the time received by the President unless another time is specified therein, and acceptance of a resignation shall not be necessary to make it effective.

Article V: Meetings of Directors

Section 1: Place of Meetings: All meetings of the Board of Directors shall be held at the Delaware Military Academy, or at such other place as shall be designated in the notice of meeting or agreed upon by a majority of the Directors.

Section 2: Annual Meeting: The Board of Directors shall meet once a year in the summer, or on a date to be determined by the Board of Directors each year. The annual meeting will be held for the purpose of reviewing and developing an operating budget for the next fiscal year for the corporation and for the transaction of such other business as may be brought before the meeting.

Section 3: Special Meetings: The Board shall meet from time to time in special meetings as necessary to conduct business matters at the request of the President or two Directors.

Section 4: Notice of Meetings: Each Director shall be notified of the time and place of a special meeting at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. Attendance by a Director at a special meeting shall constitute a waiver of the notice of such meeting, except when a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5: Voting: Each Director and member in good standing shall be entitled to one vote on each matter submitted to a vote at a meeting. Voting on all matters shall be by voice or by a show of hands unless more than one-half ($\frac{1}{2}$) of the directors present at a meeting where there

is a quorum of at least five (5) Directors shall demand, prior to the voting on any matter, a ballot vote on that particular matter.

Section 6: Proxy: There will be no voting by proxy.

Section 7: Action Without Meeting: Action taken by a majority of the Directors without a meeting is nevertheless a Board-action. Written consent to the action must be signed by all of the Directors and filed with the minutes of the next meeting, whether that meeting be a general membership meeting or a Board of Directors meeting.

Section 8: Quorum: A quorum at a Board of Directors meeting shall consist of 5 (five) Board members. A quorum at a general membership meeting shall consist of 9 (nine) members in good standing.

Article VI: Officers

Section 1: Duties of the President: The President shall be the chief operating officer of the association and, subject to the control of the Board of Directors, shall:

1. Supervise and control the management of the association in accordance with these By-Laws - any action taken between meetings on behalf of the DMA MA will be reported at the next general membership meeting;
2. Preside at all meetings of the Board of Directors;
3. Preside at all general membership meetings;
4. Prepare all meeting agendas;
5. Sign, with any proper officer any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the association, except where required or permitted by law to be otherwise signed and executed by, some other officer or agent;
6. Perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time;
7. Appoint all committees and be an ex-officio member of all committees;
8. Serve as a liaison with DMA Sports Boosters and DMA PTA;
9. Be in charge of keeping the school, parents and volunteers informed of upcoming chorus and music events and fundraising.

Section 2: Duties of the Vice-President: The Vice-President shall:

1. Assist the President in the management of the corporation as delegated and directed by the President and the Board of Directors;
2. Preside at meetings in the absence of the President;
3. Provide leadership training in an effort to promote the continuity of programs for the DMA MA.

Section 3: Duties of the Secretary: The Secretary shall:

1. Keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the membership;
2. Be responsible that all notices shall be given as required by law and these By-Laws;
3. Have general charge of the association's book and records;
4. Keep an accurate and up to date list of contact information;
5. Ensure that these By-Laws are reviewed at least every 5 (five) years.

Section 4: Duties of the Treasurer: The Treasurer shall:

1. Have custody of all funds and securities belonging to the association;
2. Receive, deposit or disburse the same under the direction of the Board of Directors;
3. Promptly pay all authorized bills in accordance with the budget limits;
4. Keep full and accurate accounts of the finances of the association;
5. Present a Treasurer's report at each Board of Directors meeting and at each general membership meeting to include a budget actuals report, bank reconciliation report and account(s) registry report(s);
6. Make a full report of the assets and liabilities of the association as of the close of the fiscal year;
7. Keep, on a cash basis, a detailed ledger of all receipts and disbursements of funds of the association;
8. Maintain a file of all receipts and expenditures which are to be kept in a permanent file as they are property of DMA MA and could be used in the event of an audit. This file will be open to inspection by any member and by others having a legitimate interest in the information contained within;
9. In cooperation with the Board of Directors, prepare, maintain, and balance a budget for the association;
10. Present the budget to the general membership at the first general membership meeting of the fiscal year to be voted upon;
11. Ensure that the DMA MA maintains adequate liability insurance coverage;
12. Ensure that an annual audit is conducted by the auditing committee or a licensed professional;
13. Ensure that all income taxes are filed;
14. Provide mentorship to a successor.

Section 5: Insurance and Bonds: The Board of Directors shall require general liability insurance and may require a bond of the Treasurer conditioned upon the faithful performance of his/her duties, and the Board of Directors may require such fidelity bonds of other employees. The premiums for all such bonds shall be paid by the association.

Article VII: Committees

Section 1: Committee Membership: Committee membership shall be encouraged for each member in good standing. Committee assignment shall be determined by the chairpersons of the respective committees. The term of service of committees shall end when specific purpose for which appointed have been accomplished or shall end at the close of business at the last regular meeting in the fiscal year following appointment.

Section 2: Standing Committees: Standing Committees may be established by the Board of Directors as deemed necessary to promote the objectives and carry out the work of the DMA MA. The Chairpersons of such Standing Committees shall be appointed by the Board of Directors President. The term of services of each Standing Committee shall end when specific purposes for which appointed have been accomplished or are no longer necessary to carry out and support the on-going objectives. Examples of Standing Committee may include:

- A. Food & Events Committee
- B. Spiritwear Clothing & Accessories Committee
- C. Booster Liaison
- D. Guard Liaison
- E. Equipment Committee
- F. Alumni Committee
- G. Wallets Committee

Section 3: Special Committees: Special Committees may be created by the Board of Directors as deemed necessary to promote the objectives and carry out the work of the DMA MA. The Chairpersons of such Special Committees shall be appointed by the Board of Directors. The term of services of Special Committees shall end when specific purposes for which appointed have been accomplished, or shall end at the close of business of the next regular meeting following appointment. For example: Nominating Committee.

Article VIII: General Provisions

Section 1: Waiver of Notice: Whenever any notice is required to be given to any Director or other person under the provisions of these By-Laws, the Articles of Association or by applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2: Fiscal Year: The fiscal year of the corporation shall commence on the first day of July and end on the last day of June.

Section 3: Checks: All checks, drafts, or orders for the payment of money shall be signed by the Treasurer and one other officer that shall primarily be the Band Director. If the Band Director is unavailable, then the secondary signer shall be the Chorus Director. If neither the Band Director nor the Chorus Director are available then the signer shall be the President.

Section 4: Loans: No loans shall be contracted on behalf of the DMA MA and no evidence of indebtedness shall be issued on its name (other than checks or vouchers) unless authorized by a resolution of the Board of Directors, and approved by the members by a two-thirds ($\frac{2}{3}$) vote of the membership present at any meeting of the membership providing a quorum has been satisfied.

Section 5: Accountant: The Board of Directors may employ an accountant to assist the Treasurer in his/her duties.

Section 6: Amendments: These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a two-thirds ($\frac{2}{3}$) majority of the membership present at any meeting of the membership provided that prior written notice of said amendment (given in accordance with ***Article V: Section 4: Notice of Meetings*** hereof) has been given providing a quorum has been satisfied. Any proposed change shall be read to the meeting, voted upon, and if passed, be carried over to the next regular monthly meeting where a second confirming vote shall be required.

Section 7: Audits: The President shall appoint a committee of one or more persons for the purpose of auditing the records of the Treasurer at the close of business each year. The said committee may employ a qualified person to assist with the audit if deemed necessary.