

**BYLAWS
OF
KĪHEI MUSIC BOOSTERS**

ARTICLE I NAME

The name of this Corporation shall be Kīhei Music Boosters.

ARTICLE II NONPROFIT CORPORATION

Kīhei Music Boosters is a Corporation as defined in Chapter 415B of the Hawaii Revised Statutes. The Booster is organized exclusively to further the educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE III PURPOSES

- A. The purposes of this Corporation are:
- a. To assist the Kūlanihāko‘i High School and Lokelani Intermediate band directors, choir directors, and administration in promoting a comprehensive program of musical and educational value for the Kūlanihāko‘i High School and Lokelani Intermediate School students and community;
 - b. To actively promote the importance of musical education in the school system;
 - c. To provide or assist in providing chaperones and transportation services when needed;
 - d. To assist in fundraising projects for trips, uniforms, instrument purchases, repairs and scholarships; and other activities that promote the musical education program for the Kūlanihāko‘i High School and Lokelani Intermediate School students.
 - e. To operate exclusively for charitable or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
- B. No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting, to influence legislation. None of the activities of this Corporation shall consist of participating in, or intervening in (including the publishing or

distributing of statements), any political campaign on behalf of any candidate for public office.

- C. No part of the net earnings of this Corporation shall inure to the benefit of any member or individual. The property of this Corporation is irrevocably dedicated to charitable or educational purposes. Upon liquidation, dissolution or abandonment, and after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE IV DURATION

The period during which this Corporation is to continue is perpetual.

ARTICLE V ADDRESS

The address of the Corporation shall be at such place on the Island of Maui as the Board of Directors shall determine from time to time. The initial address shall be at Kūlanihāko‘i High School, 901 Pi‘ilani Highway, Kihei HI 96753.

ARTICLE VI MEMBERS

- A. Membership.
- a. All parents/legal guardians of currently enrolled Kūlanihāko‘i High School and Lokelani Intermediate School music students.
 - b. Additional family members over the age of 21 of currently enrolled Kūlanihāko‘i High School and Lokelani Intermediate School music students.
- B. Associate Membership.
- a. Any person, by demonstrating an interest in the Kihei Music Boosters and by actively supporting the Band, shall be eligible for associate membership.
 - b. Upon payment of dues, which shall be the same as for members, an associate member shall be deemed to be in good standing.

- c. Associate members in good standing may participate in all activities of the Kihei Music Boosters and be eligible for all benefits of membership except voting at meetings and serving as an officer or director.
- C. Removal.
- a. Any member or associate member may be removed from membership upon a vote of not less than two-thirds (2/3) of the membership present at a duly called and noticed meeting of the membership at which a quorum is present.

ARTICLE VII MEETINGS, NOTICES, QUORUM

- A. An annual meeting of the members of the Corporation for the election of officers and directors shall be held in the month of March, April, or May of each year, at such time and place as the Board may determine.
- B. All other meetings of the members for any purpose or purposes may be called by the President, any two (2) officers, or at the written request of any five (5) members of the Corporation. Such written request shall state the purpose or purposes of the proposed meeting.
- C. Notice of the place, day and time of any meeting of the members shall be given to all members at least five (5) days prior to the date of the meeting. Members shall be notified by email, telephone, mail, and/or handouts to Kūlanihāko‘i High School and Lokelani Intermediate School music students whose parent(s) is/are members, unless the method and timing of the notice is otherwise specified by the Board. The Secretary shall be responsible for notifying members of any meeting.
- D. The presence in person of not less than six (6) members entitled to vote shall constitute a quorum to transact and conduct business, except as otherwise provided by law or by these Bylaws. If less than six (6) members are present in person, those present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified.
- E. Each member shall have one vote. Families with more than one student participating, shall have one vote per student. Members may not vote by proxy and may vote only if in attendance in person or virtually at a meeting.
- F. Any action by a majority of members where a quorum is present shall be the action of the membership of this Corporation.

ARTICLE VIII BOARD OF DIRECTORS

- A. The initial Board shall consist of 4 Directors, including the 4 officers. The officers shall automatically be members of the Board. The directors and officers shall be elected at the annual membership meeting held in March or April of each year.
- B. Each director and officer now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which they have or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by them as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of their own willful misconduct or gross negligence.
- C. The amount paid to any officer or director by way of indemnification shall not exceed their actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than three (3) nor more than five (5) persons selected by the Board of Directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.
- D. The right of indemnification here above provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.
- E. INSURANCE. The Board of Directors shall have the power to purchase and maintain insurance on behalf of any director, officer or agent against any liability asserted against or incurred by the director, officer or agent, whether or not the Corporation may indemnify the director, officer or agent against such liability herein.

ARTICLE IX MEETINGS OF BOARD

- A. Meetings of the Board of Directors shall be held on the call of the President or any two (2) officers and/or directors.
- B. Notice of any meeting of the of Board of Directors, stating the time, date, and place, shall be made to all Directors by email, telephone, mail, and/or notice given to the Kūlanihāko‘i High School and Lokelani Intermediate music student whose parent(s) is/are director(s), not less than two (2) days prior to the meeting, unless the method and timing of the notice is otherwise

specified by the Board. The notice shall, if possible, state the purpose or purposes of the proposed meeting.

- C. The presence in person or virtually of not less than a majority of the directors shall constitute a quorum for conducting business. A vote of the majority of directors, where a quorum is present, shall be necessary to transact business for the Corporation.
- D. In addition to the powers by these Bylaws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are by statute or by these Bylaws required to be exercised by the members or officers.

ARTICLE X OFFICERS

The officers shall be a President, Vice Presidents, Secretary, and Treasurer, all of whom shall automatically become members of the Board. All officers shall hold office for one year or until their successors are elected and qualified. All officers shall be elected by the members at the annual membership meeting in March, April, or May of each year.

A. President

- a. To Preside at all meetings.
- b. To appoint all committee chairperson(s).
- c. To exercise general supervision over the other offices and affairs of the Corporation.

B. Vice Presidents

- a. To perform the duties of the President in the event that the President is unable to serve.
- b. To coordinate fund raisers and appoint committees for each fund raising project.
- c. To represent and serve as liaison for Music Booster membership.

C. Secretary

- a. To keep the minutes of all meetings. The minutes will be the property of the Corporation and will be available for inspection upon request of members.
- b. To keep accurate count of attendance at all meetings.
- c. To notify executive board members of executive board meetings and general membership meetings.
- d. To keep an official list of all members for the school year.
- e. To Handle and file all correspondence for the Corporation.

D. Treasurer

- a. To be the custodian of all funds received. These funds will be fully and accurately accounted for in a Book of Accounts and will be the property of the Corporation and

available for inspection by members on request. The Treasurer will pay out funds based upon the annual budget approved by the General Membership or approval by the executive board and the band director only if circumstances preclude meeting of the General Membership.

- b. Prepare a financial statement for each of the meetings.
 - c. To prepare and submit Book of Accounts for audit at the end of each school year.
 - d. To deposit all money received under the account of Kihei Music Boosters.
 - e. To verify that all checks or withdrawals are signed by two of the following: The Treasurer, Secretary, President, or Vice President.
 - f. To prepare, file and pay for, from the Booster account, the General Excise/Use Tax as applicable by law.
 - g. To execute and record any filings with the IRS in compliance with the nonprofit requirements.
- E. A director or officer may resign or be removed in the following manner:
- a. By giving written notice to the President. Such resignation shall become effective in accordance with its terms.
 - b. The Board shall have the authority to remove a director from the Board by a two-thirds (2/3) affirmative vote at a duly called meeting at which a quorum is present.
 - c. By a vote of a majority of the members present at a duly called meeting of the Corporation at which a quorum is present.

ARTICLE XI NOMINATIONS, ELECTIONS, VACANCIES

- A. Any member shall be eligible to be an officer or director.
- B. In February or March of each year, the President shall appoint a Nominating Committee to select 4 board members. The slate will be presented at the annual meeting in March, April, or May for election by a majority vote of the quorum present. Additional nominations may be made from the floor with the consent of the person(s) nominated.
- C. The newly elected officers and directors shall assume their respective duties on June 1 of the same year and shall serve a one year term or until their successors are duly elected and qualified.

ARTICLE XII VACANCIES

- A. All vacancies on the Board, whether caused by failure to elect, resignation, death or otherwise, may be filled by vote of the remaining directors, even though less than a quorum is present, at any meeting.
- B. If a vacancy in the office of director shall not be filled within six (6) months after it occurs, or if, by reason of the absence, illness or other inability of one or more of the remaining directors, a quorum of the Board of Directors cannot be obtained, a majority of the remaining directors, may appoint a member to fill such vacancy and a certificate of such appointment signed by such directors, or a majority of them, shall elect and qualify such person as a director until the next annual election.

ARTICLE XIII COMMITTEES

- A. The President shall from time to time appoint such committees as are authorized by these Bylaws or the Board of Directors. Each committee shall consist of such number of persons as the Board deems advisable. All acts of such committees shall be subject to approval of the Board.
- B. The President shall be an ex-officio member of all committees and shall have the privilege of attendance and voting at all committee meetings.
- C. A majority of all committee members for each respective committee shall constitute a quorum for such committee.

ARTICLE XIV AMENDMENTS

- A. The Bylaws of this Corporation may be amended by the members by the vote of the majority present at any meeting called for that purpose.
- B. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of this Corporation by a two-thirds (2/3) vote of the entire membership of the Board at any meeting thereof where notice of such proposed action has been announced in the notice of such meeting.
- C. Any amendments, alterations, changes, additions or deletions from these Bylaws, whether made by the members or the Board of Directors, shall be consistent with the laws of this state which define, limit or regulate the powers of this Corporation or its directors.

ARTICLE XV FISCAL YEAR

The fiscal year of the Corporation shall be August 1 to July 31 to coincide with the school year for Kūlanihāko‘i High School and Lokelani Intermediate School.

ARTICLE XVI EMPLOYEES

The Board of Directors shall be empowered to pay reasonable compensation for services rendered and make payments and distributions, for its exempt purposes, in furtherance of the purposes set forth in Article II of these bylaws, of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE XVII NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, handicap, marital status, religion and national origin.