

Scituate Friends of Music

Articles of Organization & By-Laws

Article I. Scituate Friends of Music.

The name of the organization shall be Scituate Friends of Music herein referred to as SFM, with the address of: PO Box #800, Scituate, MA 02066.

Article II. Purpose

The purpose of Scituate Friends of Music (SFM) is to support and promote music education in Scituate Public Schools K-12. SFM will collaborate with the music director, music teachers and school administrators. SFM will offer its time and talents to organize and run fundraisers and events for the benefit of music education. SFM is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. Members

Section 3.01 Any parent, guardian, or other adult standing in loco parentis for a student, with a student participating in a music program in a Scituate Public School K-12, may be a member; and shall have voting rights on financial expenditures after attending at least 3 meetings within the past twelve months.

Section 3.02 Any member of the community who supports SFM's purpose, the school music department head, and music education staff employed at the schools may be an auxiliary member without voting rights.

Article IV. Officers and Elections

Section 4.01 Officers The Officers shall include a President or Co-Presidents, Vice President, Secretary, and Treasurer. Officers will not receive any compensation or salary from SFM.

(a) President or Co-Presidents: The President shall preside over meetings of SFM, receive funding requests, prepare and deliver the meeting agenda to the membership for review and acceptance, and perform all other duties usually pertaining to the office.

(b) Vice President: The Vice President shall assist the president and carry out the president's duties in the president's absence or inability to serve, and perform all other duties usually pertaining to the office.

(c) Secretary The Secretary shall keep all records of SFM, take and record meeting information including minutes, and handle correspondence. The Secretary shall also keep a copy of the meeting information and communicate with the members of SFM in the form of minutes, and perform all other duties usually pertaining to the office

(d) Treasurer The Treasurer shall receive all funds of SFM, keep an accurate record of receipts and expenditures, and pay out funds in accordance with a majority vote at a monthly meeting. The Treasurer will present a financial statement at every meeting, and make a full report at the annual meeting. The Treasurer will complete all required government forms, and perform all other duties usually pertaining to the office.

Section 4.02 Nominations and Elections: Elections will be held at the annual meeting . The Co-Presidents and/or Vice President will be charged with the responsibility of identifying potential candidates for the upcoming year, shall recommend a candidate for each position and a list of appointed committee chair positions, and present the slate at a meeting held one month prior to the election. At the meeting where the slate of recommended positions is made, nominations may also be made from the floor. The membership voting taking place at the annual meeting shall be made by voice vote. In the case where the vote is unclear, members present at the annual meeting will cast a written ballot.

Section 4.03 Eligibility for Office: Members are eligible for office if they are members in good standing before the Co-Presidents and/or Vice President presents its slate for election.

Section 4.04 Terms of Office Officers are elected for a one year term. Each person elected shall hold only one office at a time.

Section 4.05 Vacancies If there is a vacancy in the office of President for any reason including resignation or removal, the Vice President will become the President. At the next regularly scheduled meeting, a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 4.06 Removal of Office Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given at least thirty (30) days in advance of such meeting.

Article V. Meetings

Section 5.01 Regular Meetings The regular meeting of SFM will be held once per month, to be determined by the officers prior to the first meeting of the school year and announced before the end of each meeting.

Section 5.02 Special Meetings Special meetings may be called by the President(s), any two officers, or five members submitting a written request to the Secretary and President(s). A notice of any special meeting shall be sent to the members at least ten (7) days prior to such special meeting, by email and/or phone call, and shall be posted on the website.

Section 5.03 Annual Meeting: The annual meeting will be held at the June regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that shall be properly put on the agenda. The Secretary will send a reminder to the members at least one week prior to the meeting.

Section 5.04 Quorum The quorum shall be five voting members of SFM.

Article VI. Finances

Section 6.01 The Treasurer shall keep accurate records of all disbursements, income, and bank account information.

Section 6.02 The expenses of SFM shall be approved at monthly meetings by a majority vote, as defined under Article III, section 3.01.

Section 6.03 Authorized signers shall be the President(s), Vice President, and Treasurer..

Section 6.04 Upon the dissolution of SFM, any remaining funds will be used to pay any outstanding bills and, distributed equally to the music program(s) in each of the Scituate Public Schools K-12.

Section 6.05 The fiscal year shall begin July 1st and end June 30th.

Article VII. Standing And Special Committees

The officers of SFM may create such standing or special committees as it may deem necessary to promote the objectives and carry out its work.

Article VIII. Dissolution

SFM may be dissolved with previous notice (14 calendar days) and a two-thirds vote of the voting members present at a meeting. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX. Miscellaneous:

Section 9.01 No Distribution of Membership List. No person shall use or distribute, or permit others to use or distribute the membership list(s) of SFM without the approval of the officers.

Section 9.02: At all meetings of SFM, the procedure shall be prescribed by *Robert's Rules of Order*.

Section 9.03 Amendment: These articles may be amended at any regular or special meeting, providing that previous notice was given at the prior meeting. Notice will be emailed to the current email list of members of SFM, and posted on the website at least 14 days in advance. Amendments will be approved by a two-thirds vote of voting members present, as defined under Article III, section 3.01, assuming a quorum.

Article X. Conflict of Interest

Section 10.01 Purpose The purpose of the conflict of interest policy is to protect the Scituate Friends of Music's tax exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SFM or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.02 Definitions

(a) Interested Person Any director, principal officer, or member of a committee with officer delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which SFM has a transaction or arrangement,

(ii) A compensation arrangement with SFM or with any entity or individual with which SFM has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SFM is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Officer or committee decides that a conflict of interest exists.

Section 10.03 Procedures

(a) Duty to Disclose In connection with any actual or possible conflict of interest an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the Officers' delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Officers or committee meeting while the conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

(i) An interested person may make a presentation at an Officer or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The President or Co-Presidents shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Officers or committee shall determine whether SFM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Officers or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SFM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

(i) If the Officers or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Officers or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.04 Records of Procedures The minutes of the Officers and all committees with delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Officer's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.05 Annual Statements Each director, principal officer and member of a committee with the Officers delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands SFM is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 10.06 Periodic Reviews To ensure SFM operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

