

BYLAWS  
OF GULF BREEZE BAND BOOSTERS ASSOCIATION, INC.  
A FLORIDA NON-PROFIT CORPORATION

ARTICLE I  
NAME

The name of the Corporation shall be Gulf Breeze Band Boosters Association, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of this Corporation shall be located at Gulf Breeze High School, 675 Gulf Breeze Parkway, Gulf Breeze, County of Santa Rosa, State of Florida.

ARTICLE III  
PURPOSES

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
  
- (b) to promote means and opportunities for the education of the public with respect to the study and culture of instrumental music and other musical activities and the enjoyment and wholesome utilization thereof; to solicit, collect, and otherwise raise money for such purposes, and to expend, contribute, disburse, and otherwise handle and dispose of same for such purposes; to promote the activities of the Gulf Breeze High School Band and Color Guard; and to promote and develop an outstanding music education and appreciation program for the above.
  
- (c) to unite all band boosters into one united cause for the benefit, advancement, and support of the Gulf Breeze High School Band and Color Guard; to support the aforementioned band and color guard by providing monies, manpower, and assistance with other projects of interest to those groups [it is not the intent of this organization to direct or manage the Gulf Breeze High School Bands and associated performers, but to provide support in accordance with the wishes of the Band Director(s)]; to promote the Gulf Breeze High School Bands and associated performers in the Gulf Breeze Community; and to support and encourage the transfer of students from the Gulf Breeze Middle School and Woodlawn Beach Middle School into the Gulf Breeze High School Band. (Any further reference to the "band" shall mean the Gulf Breeze High School Band and associated performers.)
  
- (d) to operate exclusively in any other manner for such charitable or educational purposes as will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

ARTICLE IV  
PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V  
MEMBERSHIP

Section 1. Eligibility. Any person interested in the objects and purposes of this organization and agreeing to be bound by the Articles of Incorporation and Bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership, as hereinafter provided.

Section 2. Classification of Members.

(a) Active Members. Active members shall be subject to all the duties and obligations of the organization. Active members shall include the Gulf Breeze High School Band Director(s), the President of the Gulf Breeze High School Band Council, and the parents or guardians of active band students who are in good standing with this organization. Only active members in good standing may vote and hold office. A family has one (1) vote per active band student.

(b) Honorary Members. Honorary members shall include the Gulf Breeze Middle School Bandmaster, the Gulf Breeze High School and Middle School Principals, the Woodlawn Beach Middle School Bandmaster, and any other persons designated as such by the Board of Directors of this organization. The Board of Directors at any duly called meeting may elect honorary members of the organization by a vote of seventy— five percent (75%) of the directors after a quorum is present. Such members shall be entitled to all of the privileges of active members except the right to vote or hold office.

(c) Volunteers. Any individual listed on the Santa Rosa County approved volunteer list. These individuals do not vote or hold office.

Section 3. Duration. All classes of membership shall be on one (1) year duration and shall be required to be renewed annually.

Section 4. Rights of Members. The right of a member to vote and all of his or her other rights and interests in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

ARTICLE VI  
MEMBERSHIP MEETINGS

Section 1. Regular Meeting. The membership shall hold annual meetings in the months of August and May at the principal office of the Corporation, or on a date, time and place set by the Board of Directors and published at least 10 days prior.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Executive Committee, the President or Vice President, or any two (2) members of the Board of Directors. Such meeting must be called by the President or Vice President upon the receipt of the written request of ten (10) members. Reasonable attempts to provide notice of the time, place, and purpose of such meeting shall be given each member of the organization at least forty-eight (48) hours before such meeting.

Section 3. Quorum. At any meeting of members, the presence of at least ten (10) voting members in person shall be necessary to constitute a quorum for all purposes, and the act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the charter of the organization.

Section 4. Order of Business. The order of business at membership meetings shall be as follows:

- A. Proof of notice of meeting or waiver of notice submitted
- B. Reading and approval of minutes from previous meeting
- C. Reports of officers
- D. Reports of committees
- E. Election of officers at the annual meeting
- F. Approval of the budget at the annual meeting
- G. Unfinished business
- H. New business

Any questions concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

## ARTICLE VII BOARD OF DIRECTORS

Section 1. General Management. The general management of the affairs of the organization shall be vested in the Board of Directors, except that amendments to the Bylaws and final approval of the annual d are specifically reserved to the membership. The Board shall present to the membership all proposed major program activities for ratification.

Section 2. Number of Directors. The Board of Directors shall consist of the officers, committee chairmen, the Gulf Breeze High School Band Director(s), the President of the Band Council, the Head Percussion Instructor and the Head Guard Instructor.

Section 3. Compensation. The Officers, Committee Chairmen and the Band Council President will not receive any monetary compensation for their board position or duties.

Section 4. Duties and Powers of Directors. The Board of Directors shall have the authority to:

- (a) hold meetings at times and places as may be deemed proper and necessary,
- (b) admit, suspend or expel members,
- (c) appoint committee chairmen on particular subjects from members of the board or from the membership of the organization,
- (d) audit bills and disburse the funds of the organization,
- (e) print and circulate documents and publish articles,
- (f) carry on correspondence and communicate with other associations with the same interests,
- (g) employ agents,
- (h) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the members,
- (i) elect replacements for any officer or committee chairman who resigns or is removed from office prior to the termination date of such office,
- (j) terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization, and
- (k) employ, retain, or terminate any employee of the Corporation.

#### ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The regular meeting of the Board of Directors shall be held monthly, August through May, at such time and place as may be determined by the President.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, by any three (3) members of the Board of Directors, or by a majority of the members of any Executive Committee that may be in existence at such time, for any specific purpose. Reasonable attempts to provide notice of the date, time and place and purpose of such meeting shall be given to each member of the Board of Directors at least forty-eight (48) hours prior to the meeting.

Section 3. Quorum, Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting. Each committee gets one (1) vote. If multiple committee chairmen, vote agreement in the same committee will count as one vote and disagreement of votes in the same committee will cancel that committee's vote. If a member holds multiple positions, he or she can vote once for each position held.

Section 4. Absence. Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the board, his or her seat on the board may be declared vacant and the board may vote to select a substitute director from the membership of the organization to serve until the remainder of his or her own term. Exception to this is the Treasurer who shall not unreasonably miss two (2) consecutive meetings.

Section 5. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 6. Removal, Termination of Office. Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue hereinabove.

Section 7. Delegation of Authority. The Board of Directors shall delegate authority to any Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 8. Eligibility for Membership. Only members in good standing shall be qualified to become members of the Board of Directors.

Section 9. Liability. The directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations.

## ARTICLE IX OFFICERS

Section 1. Number. The officers of the Corporation shall be the President and/or Co- Presidents, Vice President and/or Co-Vice Presidents, Secretary, and Treasurer and/or Co-treasurers.

Section 2. Election of Officers.

(a) The President shall appoint three (3) members in good standing by March 1st who shall serve as a Nominating Committee. Refer to Article X, §1(b)(9).

(b) The officers shall serve for a term of one (1) year commencing with the election at the annual meeting of members following the election of the officers and until the qualification of the successor in office.

(c) Officers can only hold the same Executive Board position for two (2) consecutive years. Approval to run for a third or additional term must be approved by the Board of Directors.

Section 3. Consent to Election. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 4. Compensation. The Officers will not receive any monetary compensation for their board position or duties.

Section 5. Duties of Officers

(a) President. It shall be the duty of the President as the chief executive officer to preside at all meetings of the members, Board of Directors, and any Executive Committee. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors and/or the members. He or she shall be ex-officio member of all committees, except the Nominating Committee. He or she shall be authorized to sign checks on the Corporation's bank account as one of the two signatures required on each check with the Treasurer, the Vice President or the Secretary. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the appointment of the Nominating Committee.

(b) Vice President. The Vice President shall act for the President in his or her absence. He or she shall be authorized to sign checks on the Corporation's bank account as one of the two signatures required on each check with the Treasurer, the President or the Secretary. He or she shall serve on all committees in the event of the President's absence or inability to serve. He or she shall serve as Bylaws Chairman. The Vice President will also be responsible for ensuring Bylaws compliance by its members.

(c) Secretary. The Secretary shall take and keep a correct and impartial record of the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the Board of Directors within 7 days, which must be voted on and approved at the next meeting of the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account as one of the two signatures required on each check with the President, Vice President or the Treasurer. The Secretary shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. He or she shall maintain a current membership roster. In the absence of the Secretary, the President may appoint a temporary Secretary. The Secretary shall handle promptly all necessary correspondence of the Corporation as directed by the President. He or she shall submit copies of official communications for the President's file. The Secretary shall order and maintain for the organization supplies, stationery, etc. as may be required from time to time. He or she shall be responsible for giving notice of meeting and other notice requirements set forth in these Bylaws.

(d) Treasurer. The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. Ideally, the treasurer should have some prior experience and abilities including, but not limited to; financial accounting and reporting, federal and state tax return preparation, cash handling, bank account reconciliation and financial software experience. He or she shall sign checks for the disbursement of funds. He or she shall be authorized to sign checks on the Corporation's bank account as one of the two signatures required on each check with the President, the Vice President or the Secretary. He or she shall make payments in accordance with the budget. Current and accurate financial records shall be kept at all times and reports on the financial status of the corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. He or she shall complete and file all required IRS and State filings for the Corporation and mail them by Certified Mail. The books of the Corporation shall be delivered to his or her successor immediately following the termination of the office and/or the election of a new Treasurer.

(e) Reports of Officers. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time and deliver to their successors all books, papers, documents, equipment, other asset and all other official material not later than ten (10) days following the election and installation of their successors.

## ARTICLE X COMMITTEES

Section 1. The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All Committee Chairmen except the

Executive Committee shall be elected by the officers and shall serve for one year. The respective chairmen shall appoint and name all members of their committee. The following are the initial duly constituted committees:

(a) Executive Committee.

(1) Composition; Function. The Executive Committee shall be composed of the elected officers of the Corporation, and the Band Director(s). The Executive Committee shall have the powers of the Board of Directors between meetings of the Board as allowed to the Executive Committee by law. It shall be the duty of the Executive Committee to discharge the business of the Corporation in accordance with the policy decisions of the Board of Directors. Members of the Committee shall serve in an advisory capacity to the President and shall approve the Chairmen of all other committees.

(2) Meetings. The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President or the Vice President or any two (2) members of the Executive Committee shall have the power to call such meetings. Reasonable notice of these meetings shall be given to each member of the Executive Committee.

(3) Function. The Executive Committee shall draft and submit the annual budget of the Corporation to the general membership at least 10 days prior to voting at the May annual meeting.

(4) Quorum; Voting. A majority of the Executive Committee shall constitute a quorum, which shall be sufficient to discharge its duties.

(b) Other Committees. In addition to the Executive Committee there shall be such other committees as may be necessary for the conduct of business and to carry out the objects and purposes of the organization. The officers shall appoint and/or approve the Chairman of the following committees. The Chairman of each of the following committees shall be a member of the Board of Directors and each chairman shall submit oral and/or written reports when requested by the President to the Board of Directors at their respective meetings.

(1) Audit Committee. It is the responsibility of the Audit Committee to verify the accuracy of the information provided by the treasurer in the Gulf Breeze Band Booster financial reports and corporate records. The auditors must be unbiased and impartial regarding the material of which is the subject of their audit. The committee will consist of a minimum of five members, including the two Trustees as chairs.

(2) Bylaws and Charter Revision Committee. This committee shall be comprised of the Vice President as chairman and such other members as he or she shall appoint. The committee shall be responsible for making recommendations on proposed or requested changes and amendments of the Articles of Incorporation and Bylaws of the Corporation and for carrying out such changes after approval by the Board of Directors and Members.

(3) Communications Committee. The purpose shall be to arrange publicity, such as newspaper, radio, television, emails, and other sections of the media for the general benefit of the organization including special fund raising activities if and when requested by the chairman of such special activity, and shall keep an accurate and up to date record

of such publicity; and to compile, print, and distribute the newsletter to all members at least six (6) times during the school year. The newsletter should include notices of the time, place, and dates of the Board of Directors and general meetings, announcements, and any activities of news and interest pertaining to the organization. The Sound Wave Band website and social media accounts will also be maintained by this committee.

(4) Concessions Committee. The purpose shall be to manage and oversee the purchasing and sale of all merchandise in the concession stand, and the maintenance of the building, equipment, and grounds which are part thereof.

(5) Fundraising Committee. The function of the Fundraising Committee shall be to seek and recommend methods of acquiring and raising funds for the Corporation from persons or other entities in the private sector of the community. It shall meet as often as necessary and shall provide reports to the Executive Committee on request of the President. Upon the recommendations of the Board of Directors and the Membership, if required, the Chairman shall carry out such recommendations and shall implement the activity, with additional manpower supplied from the general membership when appropriate. This committee must approve fundraisers conducted by Indoor Percussion and/or Winter Guard.

(6) Grants Committee. The purpose shall be to research available grant opportunities, apply for eligible grants, and maintain updated information on applications.

(7) Hospitality Committee. The purpose shall be to provide refreshments at meetings and for long distance band trips; to plan the awards banquet, and to plan such other parties or special events at the request of the President.

(8) Membership Development Committee. The purpose shall be to welcome incoming freshman families and upper level transferred student families to the band. This committee shall communicate with new families by email or phone with a standard written welcome message and inform them of immediate upcoming events. In addition, this committee also will act as a contact for answering questions and putting families in touch with other committees that can be of assistance.

(9) Nominating Committee. The purpose shall be to collect nominations, verify the slate of officers, present the slate to the general membership for election and oversee election for multiple candidates. This committee will present the slate of officers at least 10 days prior to the election. Any nominee on the slate must submit a short biography for distribution by the to the general membership at least 10 days prior to the election. If there are multiple candidates for one officer position, the nominating committee will conduct an election by secret ballot. Families in good standing will be allowed one (1) vote per active band student. Voting in person will be allowed for one (1) hour at the annual May meeting. Absentee Ballots will be accepted and must be received by the date of the election. Results of the election are announced by one member of the Nominating Committee at the annual May meeting.

(10) Program Committee. The function of the Program Committee is to sell advertising for the football programs and other appropriate events and publications; to oversee the printing and distribution of programs; to keep accurate records of all transactions; and, in



coordination with the Treasurer, to collect and deposit all monies. The Program Committee shall meet as often as shall be necessary to perform its functions and shall report to the Executive Committee on request of the President.

(11) Spirit Sales Committee. The purpose shall be to coordinate spirit sales at football games, solo & ensemble, and other identified events. This includes securing items to sell each school year, sponsorships of said items (when appropriate), and the set up and staffing of spirit sales tables at related events.

(12) Transportation Committee. The purpose shall be to coordinate all transportation details and needs associated with travel by the band to away football games, tournaments and competitions. This includes securing the gator truck rental each year, and working with the school and Santa Rosa County School Board to coordinate the upkeep and maintenance of the truck used for transporting band equipment.

(13) Uniform Committee. The purpose shall be to oversee all uniform needs for the band. This includes the fitting of band students into marching uniforms during summer marching band camp, ordering marching shoes, and the upkeep and cleaning of the marching uniforms throughout the school year. This committee will also coordinate all details associated with the ordering, purchasing and distribution of summer uniforms including shorts, polos, gloves, and parent volunteer and staff shirts.

(14) Volunteer/Chaperone Committee. The purpose shall be to secure volunteers and to assign an information liaison family for band trips and away games.

Section 2. Notwithstanding the foregoing, all the above committees shall have such powers as can be lawfully delegated to them by the Board of Directors, subject, however, to the following limitations: No such committee shall have the authority or power to:

- (a) approve or recommend to the Board of Directors or officers any actions or proposals that are required under Florida law or these Bylaws to be approved only by directors.
- (b) designate or make any nominations for the office of director.
- (c) fill any vacancies on the Board of Directors or any committee thereof.
- (d) amend the Bylaws of the Corporation, except for the Bylaws and Charter Revision Committee.
- (e) approve or recommend to the members actions or proposals required by Florida law to be approved by the members.

The Board of Directors, by resolution adopted in accordance with Section 1 hereinabove, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of the committee in question with his responsibility to act in

good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## ARTICLE XI GENERAL PRACTICES AND PROCEDURES

Section 1. All expenditures of monies belonging to the Gulf Breeze Band Boosters Association, Inc., shall be in accordance with the budget which is submitted to the membership at the May meeting for approval. Expenses not provided for in the budget shall be incurred and paid only in accordance with Article XIX, §1(a).

Section 2. The Bandmaster, by virtue of his position, shall be entitled to reimbursement for his expenses to attend district, regional, or state functions on behalf of the band, with the total amount of such reimbursement limited to that set in the budget each year for such expenses.

Section 3. The Bandmaster shall have a discretionary fund from which he may spend a designated amount without prior Board or membership approval. The amount shall be set by the budget each year, according to the financial status of the organization.

Section 4. All expenditures by the Bandmaster, officers, chairmen or others acting on behalf of the band must be supported and evidenced by a receipt or invoice, before any payment or reimbursement is made.

Section 5. Due to Federal, State and County laws (effective 9/2016), any money raised through Booster Club fundraisers may not be used to offset expenses for an individual member. While members and their families are not required to participate in fundraisers, everyone's efforts assist our members in learning to develop personal integrity while experiencing the rewards and lessons that come from teamwork.

Section 6. Outside Support Organization Manual. The Gulf Breeze Band Boosters Association, Inc. will adhere to and abide by all policies and procedures as set forth by the SRCSD Outside Support Manual (School Board Approved on 9/20/16).

## ARTICLE XII BYLAW OR CHARTER AMENDMENT

The Bylaws or the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by the affirmative vote of a majority of the votes of members entitled to vote thereon at any duly organized meeting of the members. Notice of the proposed change shall be given to each member at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the members as above set forth, the Bylaw Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

ARTICLE XIII  
PARLIMENTARY AUTHORITY

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of Florida.

ARTICLE XIV  
FISCAL YEAR

The Fiscal Year of the Corporation shall commence on the 1st day of June, and terminate on the 31st day of May.

ARTICLE XV  
SEAL

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

ARTICLE XVI  
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to Gulf Breeze High School or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

ARTICLE XVII  
POLICIES

Section 1. All policies of Gulf Breeze High School and the Santa Rosa School Board pertaining to activities of students in school-sponsored extracurricular activities are herein made the official policies of this organization.

Section 2. The Board of this organization has the power to adopt by majority vote, with the approval of the Bandmaster, additional policies by which the activities of students, chaperones, and others on official band business shall be regulated. Such policies shall be provided upon their adoption, in writing, to those affected by the policy, and at least once a year thereafter.

ARTICLE XVIII  
INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of shareholders, who were not parties to such action, suit or proceeding, in the manner provided in Section 607.0850 of the Florida Statutes, as amended. If such indemnification is authorized by the directors or shareholders,

expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 6 of Section 607.0850 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIX  
CONTRACTS, CHECKS, DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

(a) Contracts Requiring Approval of Members. Notwithstanding anything to the contrary herein provided, any contract, check, or obligation in excess of the line item in the budget that does not exceed \$1,000, shall be submitted to the Board of Directors for approval. Any such expenditure that exceeds \$1,000.00 shall be first approved by the members of the corporation.

Section 2. Deposits. All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors.

Section 3. Checks. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, such instruments shall be signed by two (2) officers that include the Treasurer, the President, the Vice President or the Secretary.

ARTICLE XX  
RECORDS

The Corporation shall maintain correct and proper books and records and shall keep the minutes of all the meetings of the members and Board of Directors, at the principal office of the Corporation or such other place as the Board of Directors shall direct. All such records may be inspected by any director member, or the agent or attorney of either, or any proper person, at any reasonable time.

DATED AND ADOPTED:

GULF BREEZE BAND BOOSTERS ASSOCIATION, INC.

By: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary

(SEAL)

(Revised 9/2017)