

BYLAWS OF
FRIENDS OF ROBERT EAGLE STAFF MUSICAL ARTS
(FORESMA)

(Approved January, 2024)

ARTICLE 1 - MISSION OF ORGANIZATION

1.1 Name

The name of the organization which has been incorporated under the laws of the State of Washington as a non-profit corporation shall be Friends of Robert Eagle Staff Musical Arts (referred to herein as FORESMA).

1.2 Purpose

As stated in its Articles of Incorporation, FORESMA was organized exclusively for charitable and educational purposes, more specifically, to provide organizational and financial support for the music programs at Robert Eagle Staff Middle School in Seattle, Washington.

1.3 Mission

The mission of FORESMA is to ensure access to music education for all interested students at Robert Eagle Staff Middle School.

1.4 Activities

The organization provides volunteer assistance to music directors to help strengthen and build participation in daily music classes, concerts and festivals. FORESMA raises funds to help build and run a robust music program. It fosters a community that nurtures musical arts among the Robert Eagle Staff students.

1.5 Music Programs Supported

FORESMA provides support for music instruction at Robert Eagle Staff Middle School students.

1.6 Corporate Status, Charitable Solicitations, Tax-Exemption and Annual IRS Filing

FORESMA was organized in February, 2017 by parents and guardians of band, orchestra, and jazz parents to support the development of a new music program at Robert Eagle Staff Middle School.

FORESMA was incorporated on February 18, 2020 and assigned UBI 604 582 762. The Annual Corporation Report is filed by the Treasurer on or before May 31. The Employer Identification Number (EIN) is 85-0580106.

FORESMA was approved for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code on June 24, 2020. A copy of the Letter of Determination is filed in the legal documents file and maintained by the Organization's Treasurer. The Treasurer is responsible for filing IRS form 990, 990EZ or 990N prior to December 15.

ARTICLE II - BOARD OF DIRECTORS

2.1 General

The affairs of the corporation shall be managed by a Board of Directors.

2.2 Number

The minimum number of Directors shall be five (5), be set by resolution of the Board and may be changed from time to time by resolution, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

2.3 Election of Directors

Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office. Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

2.4 Annual Meeting

The annual meeting of the Board shall be held during the month of June on a date chosen by the Co-Presidents or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held by the end of June, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Meetings

Annually, the Board of Directors shall adopt a schedule of regular meetings which shall be held monthly from August through June and shall include the date and time. If the Board determines that any monthly meeting is unnecessary, the meeting may be canceled. Special meetings may be called by or at the written request of the Co-Presidents or any Director and shall occur at a time and place mutually agreed upon by a majority of the Board of Directors.

2.6 Meetings by Telephone

Members of the Board may participate in a meeting by means of a telephone conference,

web conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.7 Quorum and Board Action

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Voting by proxy shall not be allowed, however voting by electronic transmission will be allowed in accordance with section 2.13.

2.8 Action by the Board without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting via electronic transmission in accordance with section 2.7. Any such actions taken via electronic transmission shall be recorded as if it were the minutes of a Board meeting.

2.9 Resignation

Any Director may resign at any time by delivering written notice to the Co-Presidents or the Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified in the notice, upon delivery thereof. Unless specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

2.10 Removal

A Director may be removed from office, with or without cause, by a two-thirds vote of the full Board of Directors by a regularly scheduled meeting or a meeting called for such purpose.

2.11 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

2.12 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

2.13 Notice by Electronic Transmission

A notice may be provided in an electronic transmission if it satisfies the following requirements:

a. As used in these Bylaws, "electronic transmission" shall mean an electronic communication not directly involving the physical transfer of a record in a tangible medium and that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

b. By accepting membership in the Board of Directors the directors consent to receive notices by electronic transmission. It is the Director's responsibility to keep the board informed of a current working address for electronic transmission and to respond to electronic transmissions in a timely manner.

ARTICLE III - OFFICERS

3.1 Qualifications

The officers of the corporation shall be Co-Presidents (Band and Orchestra), a Vice President for Fundraising, a Secretary, Treasurer, PTSA Liaison, and a Communications Chair- and each of whom shall be elected by the Board. These officers will be Directors of the Corporation. Other officers may be elected or appointed by the Board, such officers to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of Co-President, Treasurer, and Secretary. Any elected officer's position may be held jointly by two (2) people. The co-holders of each position shall each have one vote at a Board meeting.

3.2 Nominations

Nominations for members of the Board and officers shall ideally be made by a Nominating Committee appointed by the Co-Presidents. If possible, the Nominating Committee shall consist of FORESMA volunteers, and shall be comprised of at least three (3) individuals, with no more than two (2) being current officers of the Corporation. The three individuals will include representatives from band and orchestra. The Co-Presidents will not serve on this Committee and will designate an individual to serve as Chair. The Nominating Committee will present the recommendations to the Board for consideration at the annual meeting of the Board, prior to the Election of new officers of the Corporation.

3.3 Election and Term of Office

The officers of the corporation shall be elected each year by the Board of Directors at the annual meeting. Their terms of office will be July 1 to June 30. Unless an officer dies, resigns or is removed, he or she shall hold office for the duration of the term or until his or her successor is elected by the Board, whichever is later.

3.4 Board of Directors

The Board of Directors shall consist of the elected officers, including Co-Presidents (band and

orchestra), Vice President for Fundraising, Secretary, Communications Chair, and Treasurer, and shall be a minimum of five (5) members.

3.5 Resignation

Any officer may resign at any time by delivering written notice to the Co-Presidents, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, upon delivery. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3.6 Removal

Any officer elected or appointed by the Board may be removed, with or without cause, by the vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

3.7 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

3.8 Co-Presidents

The Co-Presidents shall be the chief executive officers of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Co-Presidents shall preside over meetings of the Board. The Co-Presidents may sign contracts and other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or in some other manner. In general, the Co-Presidents shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

In the event of the death of one of the Presidents or his or her inability to act, the other co-president shall perform the duties of the office, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President.

3.9 Secretary

The Secretary shall: (a) keep minutes of meetings of the Board (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Co-Presidents or the Board.

3.10 Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) be responsible for the reconciliation of the bank accounts on a monthly basis; (c) receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in one or more banks in

accordance with these Bylaws; (d) provide a written financial report at all meetings, at year end and/or when requested by the officers; (e) ensure timely reporting of all reports that may be required by the laws of the State of Washington and the United States government; (f) make available in the corporation's books and records for the audit described below in Section 4.6; (g) be responsible for maintaining the original copies of all legal documents and providing updated copies to the files, and to other officers if requested. The original set shall be kept in a secure location. A duplicate set of documents shall be kept by the Secretary; and (h) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

3.11 Communications Chair

The Communications Chair shall: (a) maintain the FORESMA website; (b) monitor, revise and send all FORESMA email communications; (c) maintain the FORESMA calendar with the Co-Presidents, (d) create and publish the FORESMA newsletter and (e) in general perform all duties incident to the office of Communications Chair and such other duties as from time to time may be assigned to him or her by the Co-Presidents or the Board.

3.12 Vice-President for Fundraising

The Vice-President for Fundraising shall: (a) research and coordinate community fundraising campaigns; (b) along with the Co-President, coordinate annual fundraisers; (c) monitor/modify concert sale fundraising; (d) monitor and publicize Employer Matching Gift Programs; and (e) in general perform all duties incident to the office of Fundraising Chair and such other duties as from time to time may be assigned to him or her by the Co-Presidents or the Board.

3.13 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE IV-ADMINISTRATIVE AND FINANCIAL PROVISIONS

4.1 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All contracts will require two officer signatures.

4.2 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the full Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

4.3 Account Deposits and Disbursements

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in one or more banks as determined by resolution of the Board. All reimbursement requests shall be accompanied by a receipt; if no receipt is available, the expenditure must be approved by two or more officers of the corporation. Any non-budgeted expense above \$500 must be approved by a majority of the officers of the corporation. All checks, drafts or other payments on behalf of the corporation shall be signed by such officer or officers as determined by resolution of the Board; payee shall not sign on a check written to self. There shall be four authorized signers on each bank account including the Co-Presidents, Secretary and Treasurer; each check over \$500 shall be signed by two authorized signers. Passwords will be changed annually, as necessary. Funds from any account shall be used only for the benefit of the Robert Eagle Staff Middle School Music Program and shall not be used to benefit any individual, except that reasonable compensation may be paid for services rendered for the benefit of the Robert Eagle Staff Middle School Music Program.

4.4 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending July 31.

4.5 Budget

At the June meeting, the Treasurer will present an operating budget for approval to the Board of Directors for the fiscal year.

4.6 Audit

The Co-Presidents shall appoint two or more persons to audit the books and report to the Directors annually or more often. This financial review committee shall not include the Treasurer or any person authorized to sign on the FORESMA bank account(s) for the period being reviewed or any individuals living in their households. The monthly bank reconciliation will be reviewed by an individual appointed by the Board of Directors who does not have authorization to sign checks.

4.7 Insurance

FORESMA shall carry a minimum of general and professional liability insurance as well as fidelity bond coverage.

4.8 Printed Materials

The Board of Directors is responsible for all FORESMA printed material and will consult with school staff in regards to sensitive material prior to publication and dissemination.

ARTICLE V - BYLAWS AND AMENDMENTS

5.1 Annual Review

The Co-Presidents shall appoint one or more members of the Board of Directors to conduct a review of FORESMA Bylaws as needed. These Bylaws may be amended or repealed and new Bylaws may be adopted by vote at any meeting of the Board, as needed.

The foregoing Bylaws were adopted by the Board of Directors on January 8, 2024.

Director and Co-President: Jessi Detert _____

Director and Co-President: Kay Lambert _____

Directors and Treasurer: Kirsten Blair _____

Treasurer: Brian Moynihan _____

Treasurer: Adrienne Anderl _____

Director and Secretary: Kelly Mazzola _____

Director and Communications Co-Chair: Holly Iosso _____

Director and Communications Co-Chair: Susanne Johnson _____

Director and Vice President for Fundraising: Meredith Lee _____