

Terrier Sound, Inc.

BYLAWS

Revision Log			
Revision	Date	Summary of Changes	Affected Section(s)
0		Initial release	N/A
1	Q1 2024	Updating process for selecting board	Multiple
2	07/29/2024	Reformatting, clarifying language	Articles 6-8
3	03/04/2025	Organization name change	All sections

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Preamble

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Terrier Sound, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Terrier Sound, it shall then be these Bylaws which shall be controlling. Anything not covered in these by-laws shall default to procedures as outlined in the latest edition of Robert's Rules of Order Newly Revised. Changes to the by-laws require two-thirds approval of the Executive Board.

Article 1 — Name

The name of this organization shall be Terrier Sound, Inc.

Article 2 — Offices

The principal office of the Terrier Sound, Inc. shall be located at Titusville High School, 150 Terrier Trail S., Titusville, FL 32780.

Article 3 — Mission Statement

To enhance the experience of all Music students and provide an opportunity for others to enhance their quality of life by being part of the Terrier Sound, Inc. by participating in the "Purpose" of Terrier Sound, Inc.

Article 4 — Purpose

The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

The Terrier Sound is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for the organization is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the IRS code or any corresponding section of any future federal tax code.

In addition, this Terrier Sound has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Terrier Sound shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Terrier Sound shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Terrier Sound. At no time and in no event shall the Terrier Sound participate in any activities which have not been permitted to be carried out by a Terrier Sound exempt under Section 501(c) of the Internal Revenue Code of 1986.

The purpose and objectives of this organization are promoted through cooperation of parents, guardians, students, alumni, the community, faculty, and administrators of Titusville High School. These include the following:

1. Always keep the best interest of the students in mind;
2. Maintain an enthusiastic interest in the Music programs of Titusville High;
3. Lend all possible support, including but not limited to, making a personal commitment to volunteer time in addition to providing moral and financial support to the Music Program of Titusville High School;
4. Cooperate with the Teachers and Staff of the Titusville High School Music Programs, or any program sponsored by the Terrier Sound, Inc., and the Titusville High School administrators to promote the highest possible ideals in music education;
5. Participate and support the community and promote community awareness.

Article 5 — Self Perpetuating

Terrier Sound is a Board-driven organization, has neither members nor members with limited rights. As Terrier Sound does not have a membership structure, its Board will be self-perpetuating instead of being elected by members. In this structure, the full Board shall elect their replacements. The Executive Board is the highest authority in this nonprofit corporation. They will make all the major company decisions, while day-to-day operations are overseen by officers such as a Secretary, Treasurer, and President.

Compensation

Terrier Sound, Inc. members shall not receive any monetary compensation for their services unless a motion and vote by Executive Board is called and a two-thirds majority vote to approve.

Article 6 — The Board

Composition of the Board

The Terrier Sound, Inc. Board of Directors, hereinafter, the General Board, shall consist of the Executive Board (President, Vice President, Second Vice President, Secretary, & Treasurer), 7 (seven) Committee Chairs (Fundraising, Concessions, Uniforms, Logistics/Equipment, Volunteers/Chaperones, Community/Media Relations, Sponsorship), 3 (three) at large chairs (with duties assigned by the president based upon current needs), and the Music Teachers as non-voting advisors. Executive Board Members may also hold a position as a Committee Chair concurrently, but they are only allowed one vote on any matters involving the General Board. Furthermore, spouses or children holding multiple Board positions may only have one vote between them. As per Florida Law, The President and Secretary may not be the same individual.

Article 7 — Purpose and Duties of the Board

The purpose of the Executive Board and General Board is to direct and manage all affairs of the organization, including establishing goals and assumption of responsibilities that are necessary to the Terrier Sound, Inc.

- To assist and support the Music Teachers;
- To transact the business of the Organization in keeping with the organization's purpose;
- To approve routine and non-routine expenditures consistent with the limits of the budget at Executive Board Meetings. When it is not feasible to wait for next Executive Board meeting, all purchases must be pre-approved by the President and/or one of the Vice-Presidents, and the treasurer or may be voted on by the General Board via electronic means (email, text, etc.). Purchases under \$500 do not need a Board vote with approval of the Treasurer and the President. Expenditures of up to \$250 may be approved by the President or Treasurer. Once a Budget is approved and in place, expenditures within that budget do not need approval from the Executive Board.
- No General Board member or music director may submit receipts for purchases for reimbursement without prior approval, and the request must be submitted through the *current processes.
- The Treasurer will present a report at the General Board Meetings and the General Meetings of the Terrier Sound.

Article 8 — Election of the Board

Guidance on Choosing the Board

Every effort should be made to strive for a diverse Board. Some characteristics to consider follow:

- Expertise: Some Board members should have personnel management, fiscal, fundraising, or legal expertise.
- Ages: It is helpful to have a range of ages in the make-up of the Board.
- Backgrounds: It would be helpful if some Board members have corporate backgrounds, some are government leaders, and others have served on the boards of other nonprofit groups.
- Every effort shall be made to include some Board members from each of the three areas of the Music Department: Band, Chorus, and Orchestra.
- The Chairs serving on the General Board should be made up of parents or close family of current students. If possible, the Executive Board should not be made up of any parent of a current music student.
- Board and volunteer guidelines:
 - Ideally, all volunteers will be a [Brevard Public Schools approved volunteer \(including fingerprinting\)](#), but this is only required when supervising students, or serving on the board;
 - Ages 18-21: may volunteer in a non-supervising capacity;
 - Ages 21 +: may chaperone;
 - Ages 25 +: may chaperone an overnight or out of state trip. Exceptions with extenuating circumstances may be approved with Executive Board approval.

Elections and Appointments

At the January Board Meeting the President will discuss open Executive and Chair positions for the following year. The potential Executive Board Members and Chairs shall be Certified Volunteers at the current highest level through Brevard County Schools, currently a [Brevard Public Schools approved volunteer \(including fingerprinting\)](#).

Appointment of Chairs

The President appoints all Board Chairs. Board chairs remain in their position until they either take another position, resign, or are removed through the procedures outlined in these by-laws.

Any vacancy occurring in any Chair position shall be filled for the unexpired term by a Board Member who consents to serve and is appointed by the President.

Nomination/Election of Executive Board

The Secretary shall announce the Executive Board nomination period at the February scheduled Board Meeting. Nominations shall be due by one week preceding the March Board Meeting. Nominations are to be accepted via traditional written format or an email to the Secretary. Those currently holding Executive Board positions automatically retain their position for the next term unless they resign. After serving up to four consecutive full terms (see below for partial term exception), the Executive Board members must be re-elected if they desire to continue in the same role.

In order to be nominated for an Executive Board position, that person must have served as a Board Chair for a period of one year and have attended 75% of scheduled meetings. At the scheduled March Board Meeting, nominations shall be reviewed by the Executive Board members in a closed meeting before the regularly scheduled Board meeting. Once reviewed and approved by the Executive Board, the full Board will then vote on the nominees. In the event a properly nominated candidate is unopposed, the full Board, by motion from the floor, may accept the nominations in lieu of the normal election process. Any newly elected Executive Board Member shall then shadow (with no voting rights) the person currently in the role until June 1, at which time they shall fully assume their role.

In the case of a vacancy in the office of the President, the First VP shall serve the remaining term of office as President, the Second VP shall move into the First VP role, and the Executive Board shall appoint an Interim Second VP to finish the current term by a simple majority vote.

Election Procedures

Terrier Sound ELECTION STEPS

- Nomination period announced at February meeting as outlined in the by-laws.
- Self-nominations are permitted. You may be nominated for more than one position but may only be elected for one Executive Board Position.
- Once the nomination period ends the Secretary will confirm with each nominee that they accept the nomination. Ask candidates in contested positions to write a short biography statement for voting members to review.

- After the nomination period, send an email to all Board members & Teachers announcing the candidates. Include the bios with the email announcing candidates.
- Create Ballots for the positions that have multiple candidates.

ELECTION MEETING

- The Executive Board will hold a closed meeting just before the full Board meeting to verify all candidates qualify and make any exceptions necessary if there are no other qualified candidates nominated for a position.
- Hold meetings as normal. Election held at the end of the meeting after all other new business has been conducted.
- Only Board Members vote in elections. Board members are permitted to vote for themselves.
- Announce each uncontested position separately and if there is a motion (and second) to accept the candidate for each position without a Vote. Ask for yeas & nays.
- Ask each person if they accept the position before moving on to the next position.
- Move on to the contested positions one at a time.
- Ask each candidate if they would like to speak.
- Ask the Board if they would like to discuss the candidates. If so, ask the candidates and non-Board members to step out for a few minutes and open the floor for discussion. Once the discussion is complete, ask everyone to return. Emphasize confidentiality. No notes are kept during this session.
- Hand out the Ballots. Count them.
- Announce the results.
- Ask each person if they accept. Results should be recorded in the minutes.

IF THERE IS A TIE - HOW TO DECIDE

Initiate a closed Executive Session with the Teachers. If an Executive Board Member is one of the candidates in the tie, they must leave the Executive Session while that position is being discussed and voted on. Teachers and Executive Board Members discuss the candidates and vote. Emphasize confidentiality. Ask each person if they accept. Results should be recorded in the minutes.

Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- The resignation, removal, or death of any Board Member;
- The failure of the Board Members, at any annual or other meetings of Board Members at which Board Member(s) are to be elected, to elect the full authorized number of Board Members.
- A change in the authorized number of Board Members through changes in these bylaws.

Any vacancy on the Executive Board (with the exception of the President as outlined above) may be filled by vote of a simple majority of the current Executive Board Members, whether or not the number of Executive Board Members then in office is less than a quorum, or by vote of a sole remaining Board Member. A Board member elected/appointed to fill a vacancy (partial term) shall be elected for the unexpired term and is automatically nominated for the next election.

Resignation

Except as provided in this paragraph, any Board Member may resign effective upon giving written notice to any member of the Executive Board unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Florida is first notified, no Board Member may resign when the Terrier Sound would then be left without any duly elected Board Member in charge of its affairs.

Removal

The Executive Board by way of affirmative vote of a majority of those currently in office may recommend to the General Board removal of any Executive or General Board Member with or without cause at any regular or special meeting, provided that the Board Member to be removed has been notified of the meeting in writing through written or electronic methods with a minimum of 48-hour notice. If the Executive Board recommends removal, the General Board then by a two-thirds majority of those currently in office shall decide whether to proceed in removing said Board Member from office.

Article 9 — Insurance

Insurance may or may not be provided on behalf of any Board member. If insurance is provided liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Terrier Sound, Inc. would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 10 — Board Meetings

Regular Board meetings are open to the public & will be held monthly during the academic year at a time & location that has been announced at least 7 days in advance. Executive Board Meetings are closed and shall be held Bi-annually at a minimum. One of the two Executive Board meetings must be held in March to review the nominees for the Executive Board election. Any Board Member may raise an issue for discussion. Board Members must make all motions & only Board Members may vote.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 3 regular Board members may call a special meeting of the Board with 2 days' written notice provided to each member of the Board. The notice shall be served to each Board member via hand delivery, regular mail, email, or fax. Special Executive Board Meetings may be called by a simple majority of the Executive Board. The person(s) authorized to call such special meetings of the Board may

also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Ranking Member of the Executive Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Terrier Sound to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the Terrier Sound and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

In a General meeting a quorum of the General Board shall consist of at least 50% of current filled seats in the Executive and General Board, which must include at least two Executive Board members, with a majority (50% plus 1) vote required to pass any motion.

A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage nor otherwise have joint financial interests such as business partnerships, etc. if less than a majority is present at a meeting, a majority of the Board Members present may adjourn the meeting. If at any time the Board consists of an even number of members and a vote result in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting. Any Board Member may proxy their vote with written notice in advance to the Secretary and President. In a Board meeting, a quorum shall consist of at least a majority (50% plus 1) of the members with a majority (50% plus 1) vote of those present required to pass any motion, unless otherwise outlined in these by-laws.

Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Ranking Member of the Executive Board their commitment to the Corporation/Terrier Sound. The Board may deem a Board member who misses 3 consecutive meetings without such a reevaluation with the Ranking Member of the Executive Board to have resigned from the Board.

Responsibilities to Review

All Board Members shall be responsible for reviewing the following materials, as well as sign acknowledgement of the Code of Conduct and Conflict of Interest Policies.

- Articles of Incorporation
- Bylaws
- Board and Member policies
- Annual reports
- Basic information of other Board members
- List of committees and committee duties
- Minutes of the last several Board meetings
- Budgets and recent financial statements