

BY LAWS OF FIGHTING INDIAN BAND BOOSTERS, INC

ARTICLE I- OFFICES

The principal office of the Corporation in the State of Florida shall be located in the City of Vero Beach, County of Indian River.

ARTICLE II—MEMBERS

- 1) The annual meeting of the members shall be held on or about May 15, of each year beginning with the year 1983 at the hour of seven p.m. for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting.
- 2) Special meeting of the members for any purpose may be called by the President or by the Directors or by a majority of 51% of the members.
- 3) Place of meeting may be designated by the President or Directors or members at any location. The location of the annual meeting or any special meetings will be designated by the above authorities.
- 4) Notice of Meeting(s)- A written, printed or direct verbal notice stating the place, day and hour of the regular meeting shall be delivered to the members not less than 7 days before the meeting. Special meetings may be so-called without the above stated requirements.
- 5) Closing of transfer book and records-At the annual meeting, all Officers, Directors, and Committee Chairpersons will submit their final reports, summaries, and /or audits for acceptance. At the end of the fiscal year, all moneys, financial records, reports, summaries, minutes, and any other records shall be turned over to the new Board of Directors and Officers.
- 6) Voting Lists- The elected Secretary is charged with maintaining the roster of those persons having the power to vote and/or hold elected positions within this Corporation, and maintaining the roster of all Associate Members. Voting power and authority to be eligible for an elected position is restricted and reserved to those persons holding paid Active Membership, that of Associate Member, may be secured by any person 21 years of age who has paid current membership dues. An Associate Member is restricted from holding elected office but may so serve in other committees and/or advisory positions as so appointed by the President and/or Board of Directors.
- 7) Quorum- The presence of 3 Officers and 4 Directors shall legally

constitute the required quorum for conducting any regular or special meeting of the Corporation.

- 8) Order of Business-The order of business at the regular meeting of the Corporation shall be as follows.
 1. Reading of the minutes of the preceding meeting
 2. Report of Officers
 3. Report of Committees
 4. Report of Band Director(s)
 5. Unfinished business
 6. New business

ARTICLE III—BOARD OF DIRECTORS

- 1) **General Powers** – The business and affairs of the Corporation will be managed by the elected officers and the Board of Directors.
- 2) **Number, Tenure, and Nominations** – The number of Directors of the Corporation shall consist of 13 Directors. One of the above designated Directors shall be held by the Band Director(s) or his designee, and that person shall serve in an advisory capacity with no voting authority. The remaining Directors shall be: the President, the Vice-President, the Secretary, the Corresponding Secretary, the Treasurer, and 7 additional Directors elected at large. Nominations of the 7 at large Directors will be made by the Nominating Committee, which will be made up of 3 persons plus the Band Director(s) or his designee so appointed by the President. As in all elections, nominations will be accepted from the floor. With the exception of the Band Director(s), each elected director shall hold office until the end of the fiscal year and/or until their successor has been elected.
- 3) **Newly Created Directorships and Vacancies** – Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring must be filled by a vote of the majority of the members at the next scheduled or called meeting of the Corporation. A Director elected to fill a vacancy caused by resignation, death or increase in the number of Directors shall be elected to hold office for the un-expired term or until the next annual meeting.
- 4) **Removal of Directors** – Any or all of the Directors, except the Band Director, may be removed by majority vote of the Active membership. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV – OFFICERS

- 1) **Number of Election** – The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Corresponding Secretary, and a Treasurer, each of whom shall be elected by the majority of the members present at the annual meeting. Such other Officers and Assistant Officers, as may be deemed necessary by the Board of Directors, may also be elected by majority vote at any regular meeting of the Corporation.
- 2) **Nomination and Term of Office** – Each Officer shall hold office until his successor has been duly elected, until his death or until resignation. Nominations for officers shall be conducted in the same manner as outlined in Section 2, Article III.
- 3) **Removal** – Any officer may be removed by majority vote of the Active membership.
- 4) **President** – The President shall be the principal executive officer of the Corporation and subject to the control of all the business and affairs of the Corporation. He shall, when present, preside at all meeting of the members and of the Board of Directors. He may sign, with the Secretary or other proper officer of the Corporation authorized by the Board of Directors, all instruments which the Directors have authorized to be executed, except in cases where the signing an execution thereof shall be expressly delegated by the Directors or by these By Laws to some other officer of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the members and directors from time to time.
- 5) **Vice President** – The Vice President shall perform the duties of the President in the absence of the President, in the event of the death of the President, or in the inability or refusal to act by the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- 6) **Secretary** – The Secretary shall keep the minutes of the Corporation’s meeting and the Board of Director’s meetings in one or more books provided for that purpose. The Secretary shall send all notices in accordance with the provisions of the By Laws, keep a register of the Post Office address of each member, both Active and Associate Member, which shall be furnished to the Secretary by such member, have general charge of membership cards, and in general perform all

duties incident to the office of Secretary and any other duties assigned by the President or by the Board of Directors.

- 7) **Corresponding Secretary** – The Corresponding Secretary shall send notices of meetings, keep a register of the phone numbers and address of all the members, and handle such correspondence as may be directed by the Board of Directors of the President.
- 8) **Treasurer** – The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such Banks or other depositories as shall be selected in accordance with these By Laws, and in general perform all of the duties incident to the office of the Treasurer and any other duties assigned by the President or by the Board of Directors.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 1) **Contracts** – The Board of Directors may authorize any officer or officers agent or agents to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation, and such authority may be general or confined to specific instances.
- 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 Board of Directors of the Corporation. Such authority may be general or confined to specific instances.
- 3) **Checks, Drafts, Etc** – All checks, drafts or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by two such officers of the Corporation as determined by resolution of the Board of Directors.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors upon filing of the tax return of the Corporation.

ARTICLE VII – CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of the incorporation, year of incorporation and the words “Corporate Seal”.

ARTICLE VIII – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member under the provisions of the By Laws or under the provision of the articles of incorporation, a waiver thereof in writing, signed by the member entitled to such notice, or the acceptance of a membership card, shall be deemed equivalent to the giving of such notice.

ARTICLE IX – SCHOOL POLICIES AND AUTHORITY

These By Laws acknowledge and recognize that all policies of the Indian River County School Board and the Vero Beach High School will govern student activities.

ARTICLE X – AMENDMENTS

These By Laws may be altered, amended or replaced and new By Laws may be adopted by a majority vote of the Active members at any regular meeting of the Corporation or at any special meeting of the Corporation, when the proposed amendment or changes have been sent out in the notice of such meeting.

Amendments to By Laws

1. Amend Article III, paragraph 2 as follows....change the first sentence to read as follows..."shall consist of 14 Directors." Add...new third sentence to read as follows..."One of the above designated Directors shall be held by the immediate past president, and that person shall serve in an advisory capacity with no voting authority." (Passed 5/11/93 – Annual Meeting)
2. Amend Article III, paragraph 3 as follows....Add a new sentence to read as follows..."If the immediate past president is unable to serve, the board of directors may ask another previous past president to serve." (Passed on 5/11/93 Annual Meeting)
3. Amend Article III as follows..."Rescind Amendment 1 back to original wording and intent." (Passed 5/13/06 – Annual Meeting)
4. Amend Article III as follows... "Rescind Amendment 2 back to original wording and intent." (Passed 5/13/06 – Annual Meeting)