

**The Maestros INC, INC. (Western Middle The School for the Arts, Louisville,  
Kentucky)**

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**BYLAWS**

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**ARTICLE I: NAME**

Section 1. NAME. The name of this Association shall be The Maestros INC, Inc.

**ARTICLE II: OFFICE**

Section 1. OFFICE. The Maestros INC shall maintain its office at Western Middle, The School for the Arts, 2201 West Main Street, Louisville, Kentucky 40212

**ARTICLE III: PURPOSES**

Section 1. PURPOSES. The purposes of The Maestros INC are:

- (a) to lend support, both moral and financial, to the Western Middle, The School for the Arts Music Programs (hereafter referred to as the "SFA Music Programs"); and
- (b) to cooperate with the Music Directors so that the SFA Music Programs are brought to and kept at the highest possible degree of performance and musicianship.

**ARTICLE IV: MEMBERSHIP**

Section 1. MEMBERSHIP. The Maestros INC shall have the following two (2) classes of members:

- (a) Regular Members. The parents and legal guardians of students participating in the music department may become regular members upon payment of the annual dues established by the Executive Board with the approval of the membership. Regular membership entitles the member(s) to hold an office or position on the Executive Board and to vote on all issues brought before The Maestros INC.
- (b) Associate Members. Persons interested in supporting the music department and furthering the interests of The Maestros INC, but who do not have a student participating in the band, may become associate members upon payment of the annual dues established by the Executive Board with the approval of the membership. Associate membership entitles the member to participate in meetings and activities of The Maestros INC, but does not entitle the member to hold an office or a position on the Executive Board, or to vote on issues brought before The Maestros INC.

Section 2. ANNUAL DUES. The Executive Board shall determine the annual dues to be paid by regular and associate members of The Maestros INC with the approval of the membership.

Section 3. TERM OF MEMBERSHIP. The term of membership shall be for one (1) year from June 1 through May 31 of the following year. Each membership shall be renewable annually.

Section 4. AUTHORITY OF THE MEMBERSHIP. The government of The Maestros INC shall be vested in the voting membership.

Section 5. REGULAR AND SPECIAL MEMBERSHIP MEETINGS. A regular meeting of The Maestros INC membership shall be held at a time determined by the board each month. Special meetings of the membership may be called by the President or the Music Directors. Notice of a special meeting shall be given to The Maestros INC members at least seven (7) days in advance of the special meeting. Notice may be given in any manner reasonably calculated to inform the member of the meeting, including by regular mail, electronic mail or by telephone. All regular and special meetings of The Maestros INC shall be held at the Western Middle, The School for the Arts or at other locations determined by the President. Regular meetings shall be held at such times as the President may determine. Special meetings shall be held at the time announced in the notice of the meeting.

Section 6. ANNUAL MEMBERSHIP MEETING. An annual membership meeting shall be held on the regular meeting date in April of each year. The time and place of the annual meeting shall be announced at the regular March meeting of the membership. At the annual meeting, any reports for the year may be made to the membership. The last item of business at the annual meeting shall be the election of the Officers for the new year.

Section 7. QUORUM AND VOTING. Ten percent (10%) of the voting membership shall constitute a quorum for the purpose of transacting any business of The Maestros INC at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action.

To vote in the election of Officers or to amend these bylaws, a person must be a regular member in good standing of The Maestros INC, which means the person must have fully paid the annual dues set by the Executive Board. At any election of Officers or any election to amend these bylaws, the Membership Committee chairperson may, upon request, conduct a roll call of members eligible to vote. The Membership Committee shall be the sole judge of whether a person is eligible to vote.

Section 8. RULES OF PROCEDURE. The membership may establish rules governing the conduct of membership meetings that are not inconsistent with the provisions of these bylaws. The rules contained in the latest available edition of Robert's Rule of Order shall govern the decision on any matter to which they are applicable and that is not addressed in these bylaws.

## **ARTICLE V: OFFICERS**

Section 1. OFFICERS. The officers of The Maestros INC shall be a President, Vice President/Secretary, Treasurer, One Band Parent Representative, One Choir Parent Representative, and One Orchestra Parent Representative.

Section 2. QUALIFICATIONS AND TERM OF OFFICE. Every officer shall be a regular member in good standing of The Maestros INC. The term of office for all officers shall be one (1) year from June 1 through May 31 of the following year.

Section 3. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving notice in writing to the Executive Board, the President or the Vice President/Secretary of The Maestros INC. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Executive Board which takes place following receipt of the written resignation.

Section 4. REMOVAL FROM OFFICE. Any officer may be removed from office for good cause, including, but not limited to, neglect of office, incapacity, or misconduct, by a vote of two-thirds (2/3) of the entire membership of the Executive Board, excluding the officer whose removal is under consideration.

Section 5. VACANCIES. In the event of a vacancy in the office of the President, the 1<sup>st</sup> Vice President shall immediately assume the office. A vacancy in an officer position, other than the office of President, shall be filled by majority vote of the Executive Board at a regular or special meeting.

### **Section 6. DUTIES OF OFFICERS.**

(a) President. The President shall preside at all meetings of The Maestros INC membership and of the Executive Board, and shall have general supervision over the affairs of The Maestros INC, subject to the direction and control of the Executive Board and the membership. The President shall be an ex officio member of all standing and special committees and shall serve as the chairperson of the Travel Committee. The President shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the Executive Board.

(b) Vice President/Secretary. The Vice President/Secretary shall perform all duties of the President when the President is absent and when so acting shall have all the powers assigned to the President. The Vice President/Secretary shall serve as chairperson of the Fundraising Committee and shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the President or the Executive Board.

(c) Treasurer. The Treasurer shall perform all duties of the President when the President and the Vice President/Secretary are absent and when so acting shall have all the powers assigned to the President. The Treasurer shall serve as the chairperson of the Projects Committee and shall have such other duties as set forth in these bylaws or as may be assigned from time-to-time by the President or the Executive Board.

(d) Band/Choir/Orchestra Representative #1. Shall record the minutes of all Executive Board meetings and perform such other duties as may be assigned from time-to-time by the President, the Executive Board, or the Music Directors.

(e) Band/Choir/Orchestra Representative #2. Shall publish a monthly Association newsletter and attend to all correspondence prescribed by the President, the Executive Board, or the Music Directors.

(f) Treasurer. The Treasurer shall collect all funds of The Maestros INC and shall deposit the same in the name of The Maestros INC in a bank or banks designated by the Executive Board. The Treasurer shall prepare and maintain a regular book of accounts showing all funds received and all expenditures made by The Maestros INC. The Maestros INC's book of accounts shall be audited at the end of each fiscal year and the Treasurer shall submit an audit report to the Executive Board at its first meeting each fiscal year. The Treasurer shall sign all checks on behalf of The Maestros INC and shall ensure that all checks are supported by invoices signed by Executive Board members, committee chairs, or the Music Directors. The Treasurer shall cooperate with the Finance Committee in administering the annual budget and shall perform such other duties as are incidental to the office of Treasurer, or which are set forth in these bylaws, or as may be assigned from time-to-time by the President or the Executive Board.

(g) Band/Choir/Orchestra Representative #3. Shall assist the Treasurer in the performance of all functions assigned to the Treasurer's office and shall perform such other duties as may be assigned by the President or the Executive Board.

## **ARTICLE VI: EXECUTIVE BOARD**

Section 1. COMPOSITION. The Executive Board shall consist of The Maestros INC Officers and the Music Directors, who shall serve as ex officio, nonvoting members.

Section 2. TERM LIMIT. No Officer shall serve more than three (3) consecutive full terms on the Executive Board. A person who serves six (6) months or more as an Officer will be considered to have served a full term in the office or position.

Section 3. COMMITTEE SERVICE. The President shall assign at least one (1) member of the Executive Board to each standing committee of The Maestros INC to serve as a liaison between the committee and the Executive Board. The President may appoint the Executive Board member to serve as the chairperson of the committee (if the Executive Board member is willing), but the President is not required to do so.

Section 4. GENERAL POWERS. The Executive Board shall have the general power to manage the business, property and affairs of The Maestros INC.

Section 5. EXECUTIVE BOARD MEETINGS. The Executive Board shall hold regular meetings on the fourth Monday of each month. Special meetings of the Executive Board may be called by the President or by a majority of the members of the Executive Board. Notice of a

special meeting shall be given to each Executive Board member at least 48 hours in advance of the special meeting, except in the case of an emergency. In an emergency, the President or other responsible person shall give such notice as is feasible under the circumstances. Attendance at a meeting shall constitute a waiver of the notice requirement, except where the attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice may be given in any manner reasonably calculated to inform the member of the meeting, including by regular mail, electronic mail or by telephone. Regular meetings of the Executive Board shall be held at such times and places as the President may determine. The time and place of special meetings shall be announced in the notice of the meeting.

Section 6. QUORUM AND VOTING. Four (4) members of the Executive Board shall constitute a quorum for the purpose of transacting any business of the Executive Board at a regular or special meeting. Unless a different requirement is set forth in these bylaws, it shall take the vote of a simple majority of the members constituting a quorum to take any action. A person and his or her spouse, who are serving together in an office or in a position on the Board of Directors shall have only one (1) vote on all matters that come before the Executive Board.

Section 7. RULES OF PROCEDURE. The Executive Board may establish rules governing the conduct of its meetings that are not inconsistent with the provisions of these bylaws. The rules contained in the latest available edition of Robert's Rule of Order shall govern the decision on any matter to which they are applicable and that is not addressed in these bylaws or by rules adopted by the Executive Board.

## **ARTICLE VII: ELECTIONS**

Section 1. APPOINTMENT OF NOMINATING COMMITTEE. Not less than one (1) month prior to the February Executive Board meeting each year, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of five (5) members, all of who shall be eligible for regular membership the following year. No more than two (2) members of the current Executive Board shall be eligible to serve on the Nominating Committee.

Section 2. NOMINATION OF OFFICERS. Each year, the Nominating Committee shall nominate not more than one (1) nominee for each The Maestros INC office. The nominations shall be reported to the Executive Board at its March meeting. The Executive Board shall notify The Maestros INC's voting members of the slate of Officers nominated by the Nominating Committee at the April meeting. Additional nominations may only be made from the floor at the May meeting. A person may not be nominated as a candidate from the floor, unless the prior consent of the person has been obtained. A person and his or her spouse may be nominated together and shall considered a single nominee for purposes of the election. The Music Directors may not be nominated to or hold any elective office or position in The Maestros INC.

Section 3. CONDUCT OF THE ELECTION. The election of Officers shall be held at the May Association meeting as follows:

(a) Uncontested elections. If there are no additional nominations from the floor for an Officer position then the election may be conducted by voice vote and the Officers nominated by the Nominating Committee shall be elected by a simple majority of the voting members present and voting.

(b) Contested elections. If there are additional nominations from the floor for any Officer position, then the election for those contested positions shall be conducted separately by secret ballot. In the case of a contested election, the President shall appoint tellers to gather and count the written ballots and return a signed report of the vote to the President, who will announce the results. The candidate for each office or position who receives a majority of the votes shall be elected. All ballots shall be retained by the Vice President/Secretary for fourteen (14) days following the election. The ballots may be viewed by any voting member upon request.

Section 4. INSTALLATION OF OFFICERS. From the time of the election until the official beginning of their term in office on June 1, newly- elected Officers shall serve in a nonvoting capacity on the Executive Board and on standing committees along with current Officers. The installation of new Officers shall take place at the conclusion of the school year or at the regularly scheduled Maestros INC meeting in May each year. The installation shall be marked by the passing of the gavel from the current President to the new President.

## **ARTICLE VIII: STANDING COMMITTEES**

Section 1. STANDING COMMITTEES. In addition to the Nominating Committee provided for in Article VII, Section 1, The Maestros INC shall have the following standing committees:

(a) Fundraising Committee. The Fundraising Committee shall plan all profit-making projects. One Member of the Board shall serve as the chairperson of the Fundraising Committee. The chairperson of the Finance Committee shall be an ex officio member of the Fundraising Committee.

(b) Membership Committee. The Membership Committee shall keep a current list of regular members and associate members and shall seek to expand the membership to its fullest potential and to secure full attendance at all meetings of The Maestros INC. A Telephone Subcommittee shall be appointed as a part of this committee.

Section 2. SPECIAL COMMITTEES. Special committees may be created, as needed, by the President or the Executive Board.

Section 3. APPOINTMENT OF COMMITTEE CHAIRPERSONS. Except as otherwise provided for in these bylaws, the President shall appoint all standing committee chairpersons no later than thirty (30) days from the date he or she takes office. The President shall appoint all special committee chairpersons no later than thirty (30) days after the creation of the special committee.

Section 4. STANDING AND SPECIAL COMMITTEE MEMBERSHIP. Except as otherwise provided in these bylaws, the membership of each standing and special committee shall be the prerogative of the committee chairperson, subject to the approval of the Executive Board. A committee chairperson may create as many subcommittees as necessary to effectively accomplish the purpose(s) of the committee and shall have the authority to assign committee members to serve on one (1) or more subcommittees. The Music Directors and the President shall be ex officio members of all standing and special committees and shall be notified in advance of all standing and special committee meetings.

Section 5. OVERSIGHT BY EXECUTIVE BOARD. The Executive Board may review the activities of any standing or special committee, as necessary, to ensure that the committee is acting within the scope of its authority as set forth in these bylaws and within the limits of the annual budget.

## **ARTICLE IX: FINANCIAL OPERATIONS**

Section 1. FISCAL YEAR. The fiscal year of The Maestros INC shall be June 1 through May 31 of the following year.

## **ARTICLE X: BOND REQUIREMENT**

Section 1. BOND REQUIREMENT FOR SPECIFIED OFFICERS AND VOLUNTEERS. All officers, directors and volunteers who handle Association funds, including, but not limited to, the Treasurer, shall be bonded for an amount determined by the Executive Board. The cost of the bond shall be paid by The Maestros INC. This bond requirement may be satisfied by the purchase of a blanket fidelity bond.

## **ARTICLE XII: AMENDMENTS**

Section 1. PROCEDURE TO BE FOLLOWED. An amendment to The Maestros INC bylaws may be proposed by any regular member of The Maestros INC. Any proposed amendment to these bylaws shall be submitted first to the Executive Board. The Executive Board shall submit the proposed amendment(s) to the membership for discussion and action. A vote may not be taken on any proposed amendment until the meeting next following the meeting at which the proposed amendment is discussed by the membership. The President shall appoint tellers to gather and count the ballots and return a signed report to the President who will announce the results.

Section 2. VOTE REQUIRED. An affirmative vote of two-thirds (2/3) of all votes cast shall be necessary for the adoption of any amendment to these bylaws.

Section 3. EFFECTIVE DATE OF AMENDMENTS. Amendments adopted by the membership shall take effect immediately upon adoption.

Section 4. SUSPENSION OF THE RULES. The rules in Article XIII of these bylaws may be suspended by an affirmative vote of two-thirds (2/3) of all ballots cast by the members of The Maestros INC at a regular meeting of The Maestros INC.

### **ARTICLE XIII: DISSOLUTION**

Section 1. DISSOLUTION. In the event of any dissolution or other termination of this Association, all assets after payment of outstanding debts and other legal obligations shall be paid over to Western Middle, The School for the Arts, Louisville, Kentucky, or its successor, to be used for the Western Middle, The School for the Arts Music Programs, or a successor arts program; otherwise, for other school music purposes. If Western Middle, The School for the Arts, or a successor, does not exist, such assets shall be paid to the Jefferson County Schools, Louisville, Kentucky, to be used for other school music purposes.

#### CERTIFICATION

The undersigned officers hereby certify that the above constitutes a true and correct copy of the Amended Bylaws of the The Maestros INC, Inc., as amended by a two-thirds vote of the members present and voting at a duly called meeting held on the 9<sup>th</sup> day of February 2004.

Attest:

  
President

  
Vice President