

BYLAWS OF  
**MARK DANIEL FLORES MUSIC FOUNDATION**

ARTICLE 1: NAME AND PURPOSE

Section 1- Name: The name of the organization shall be **MARK DANIEL FLORES MUSIC FOUNDATION**. It shall be a nonprofit organization.

Section 2- Purpose: **MARK DANIEL FLORES MUSIC FOUNDATION** is organized exclusively for charitable and education purposes, more specifically to promote music in the community by providing support to the local schools music programs, giving scholarships to committed musicians who wish to continue in a career involving music and putting music programs together to enrich the community, as well as building self esteem in the communities' youth. Including, for such purposes, the making of distributions to organizations that qualify under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 2: MEMBERSHIP

Section 1- Members with full voting rights shall consist only of the members of board of directors.

Section 2- Resignation and termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a 2/3 majority vote of the board of directors.

Section 3- Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

Section 4- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the organization shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 5 – No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6 – Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE 3: MEETINGS OF MEMBERS

Section 1- Annual meeting: An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the president. At the annual meeting the members shall receive reports on the activities of the association and determine the direction of the association for the coming year. On every even year, members shall elect directors and officers.

Section 2- Regular meetings: Regular meetings of the members shall be held every even month, at a time and place designated by the president.

Section 3- Special meetings: Special meeting may be called by the president, or a simple majority of the board of directors.

Section 4- Notice of meetings: Printed notice of each meeting shall be given to each voting member. The notice for the next meeting will be given to all

members present at the current meeting. Any member who is not present at the meeting will be notified by mail not less than two weeks prior to the meeting.

Section 5- Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6- Meeting structure: Meeting shall proceed in the following order, call to order, roll call of directors, action on previous meeting minutes, communications, reports of director, reports of committees, unfinished business, new business and closing.

Section 7- All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 8- Rules of Order: Robert's Rules of Order, Revised will be use. However these may be amended at any regular meeting by a majority vote of directors present.

#### ARTICLE 4: BOARD OF DIRECTORS

Section 1- Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 12, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2- Terms: All board members shall serve two-year terms, but are eligible for reelection.

Section 3- Meetings and notice: The board shall meet six times yearly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4- Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors

will be elected by a simple majority of members present at the annual meeting.

Section 5- Quorum: A quorum must be attended by at least 50 percent of the board members for business transactions to take place and motions to pass.

Section 6- Officers and Duties: There shall be four officers of the board, consisting of a president, vice president, secretary, and treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meeting, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 7 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 8 – Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences, more than two

unexcused absences from board meetings in a year. A board member may be removed for other reasons by 2/3 vote of the remaining directors.

Section 9 – Special meetings: Special meetings of the board shall be called upon the request of the president, or simple majority of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## ARTICLE 5: COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board president appoints all committee chairs.

Section 2 – Executive committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the executive committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be available to the membership, board members and the public.

## ARTICLE 6: DIRECTOR AND STAFF

Section 1 – Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

## ARTICLE 7: UNFORSEEN

Section 1 – Dissolution of the Organization: Upon the unlikely event that the **MARK DANIEL FLORES MUSIC FOUNDATION** should dissolve, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 8: AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directions. Proposed amendments must

be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on June 30, 2009

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President Date

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Vice President Date

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Treasurer Date

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Secretary Date