

**The Maestros, Inc.
Western Middle School for the Arts
Louisville, Kentucky**

Revision History

July 2019
July 2016
August 28, 2014

**BYLAWS
Version: July 2019**

ARTICLE I: NAME OF ORGANIZATION

Section 1. The name of this organization shall be The Maestros, Inc.

ARTICLE II: OFFICE

Section 1. The Maestros, Inc. shall maintain its office at this address:

The Maestros, Inc.
C/o Western Middle School for the Arts
2201 West Main Street
Louisville, Kentucky 40212

ARTICLE III: CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Jefferson County Public School ("JCPS") activity booster corporation is organized exclusively for charitable purposes in service of Western Middle School for the Arts ("WMSFA") and is tax exempt under section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purpose

- a. To enrich the visual and performing arts curriculum at WMSFA
- b. To acknowledge the artistic endeavors and distinction of students and teachers at WMSFA
- c. To cooperate with the WMSFA Principal and Arts Magnet Director to ensure the highest possible degree of performance and production

ARTICLE IV: MEMBERSHIP

Section 1. The Maestros, Inc. shall have the following membership categories:

- a. Regular Member - A Parent or legal guardian of a WMSFA student, a WMSFA teacher, or a member of the community may become a Regular Member upon completing the membership application form and making the minimum required donation to The Maestros, Inc. A Regular Member has voting rights on all issues brought before the membership. They can be appointed to serve on committees and can be nominated to the Executive Board.
- b. Volunteer Member - Any person, adult or child, who has an interest in supporting the purposes of The Maestros, Inc. may serve as a Volunteer Member upon completion of the membership application form. A Volunteer Member is not eligible to vote or serve on the Executive Board, but is welcome to attend meetings, serve on committees, and participate in activities.

Section 2. MEMBERSHIP APPLICATION FORM

An updated annual membership application form shall be available to persons who have an interest in supporting the purposes of The Maestros, Inc. The form is used to collect the identity, affiliation, and membership standing of persons added to the annual membership list. Forms shall be stored in a secure location and destroyed after three (3) years. Storage can be at the home of an Officer on the Executive Board or secured in a locked storage area at WMSFA.

Section 3. TERM OF MEMBERSHIP

The term of a Regular Member shall be for one (1) year from June 1 through May 31 of the following year. Membership may be renewed annually by completing a new membership application form or making the minimum required donation.

Section 4. DONATION

A minimum donation to The Maestros, Inc. of \$20 is required for Regular Membership. No donation is required to be a Volunteer Member. The donation may be made in cash, by check, or electronically using a debit or credit card. The donation shall be recorded on the membership application form and also on the annual membership list for the purposes of determining member standing.

ARTICLE V: MEETINGS

Section 1. REGULAR MEETINGS

Regular meetings of The Maestros, Inc. are open to the entire membership and shall be called by the President no less than quarterly. Meeting time, date, and room at WMSFA shall be announced a minimum of two weeks in advance. The agenda, previous meeting minutes, and financial report shall be distributed by the President in advance for review.

Section 2. EXECUTIVE BOARD MEETINGS

Executive Committee meetings are called at the discretion of the President or the Arts Magnet Director for planning and task-oriented purposes. Meeting time, date, location, and agenda shall be shared with the Executive Committee a minimum of 48 hours in advance.

Section 3. COMMITTEE MEETINGS

Committee meetings shall be called by the President, the Arts Magnet Director, or the Committee Chairperson. Meeting time, date, location, and agenda shall be shared with the Committee a minimum of 48 hours in advance.

Section 4. ANNUAL MEMBERSHIP

The Annual Membership meeting constitutes the presentation of annual reports and the election of Officers for the next year and shall be included in the regular April meeting agenda. The call for nominations to the Executive Committee shall be announced in early March.

Section 5. QUORUM VOTING

Ten percent (10%) of the voting membership shall constitute a quorum for the purpose of transacting any business. Unless a different requirement is set forth in these bylaws, a simple majority is required to pass a motion.

Section 6. VOTING

To vote in the election of Officers or to amend these bylaws, a person must be a Regular member in good standing by having fully paid the annual minimum donation. 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 chairperson shall be the sole judge of whether a person is eligible to vote.

Section 7. 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

The Maestros, Inc. Bylaws

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 VI: EXECUTIVE BOARD

Section 1. GENERAL POWERS

The Executive Board shall have the general power to manage the business, property, and affairs of The Maestros, Inc.

Section 2. COMPOSITION

The Executive Board shall consist of elected Officers and the Arts Magnet Director. The Officers shall be a President, Vice President, Secretary, Treasurer, and At Large Members. The number of At Large members shall be determined by the Nominating Committee. The Arts Magnet Director is appointed by the Principal of WMSFA.

Section 3. QUALIFICATIONS

Officers shall be Regular Members in good standing who are elected by the membership, and can serve in that office for two years.

Section 4. 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. The President shall sign all checks on behalf of the Maestros, as prepared by the Treasurer only. 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 - The Vice President 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 shall serve as a chairperson of a 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. Secretary- the Secretary shall perform all duties of the President when the President and the Vice President are absent and when so acting shall have all the powers assigned to the President. The Secretary shall be responsible for taking meeting minutes and posting them on the organization's website for review. The Secretary shall oversee marketing aspects of the organization. The Secretary 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. Treasurer - The Treasurer shall perform all duties of the President when the President, Vice President and Secretary are absent and when so acting shall have all the powers assigned to the President. 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(s) designated by the

The Maestros, Inc. Bylaws

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 reviewed at the end of each fiscal year and the Treasurer shall submit a report to the Executive Board at its first meeting each fiscal year. The Treasurer shall prepare 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 Arts Magnet Directors. The Treasurer shall administer 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.

- e. At Large - Members At Large Shall record the meeting minutes in the event that the Secretary is unavailable, The At Large members shall Chair committees, preside over working groups, and perform such other duties as may be assigned by the President, the Executive Board, or the Arts Magnet Director.

Section 5. QUORUM AND VOTING

Three (3) members of the Executive Board shall constitute a quorum for the purpose of transacting any business of the Executive Board. 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 6. 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.

Section 7. 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 an 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 8. TERM OF OFFICE

Executive Board members shall be elected to serve a two year term. The President and Secretary offices will be elected on even number years and the Vice-President and Treasurer will be elected on odd number years. There is no limit on the number of terms served. The term of office starts and ends on June 1st.

The Maestros, Inc. Bylaws

Section 9. RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving notice to the President or the Vice President 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 10. REMOVAL FROM OFFICE

Any officer may be removed from office for good cause, including, but not limited to, neglect of office, incapacity, or misconduct. Removal decision shall be made by the Executive Committee by a vote of two-thirds (2/3) of the entire membership of the Executive Board, including the officer whose removal is under consideration. Removal decisions may also be made by the Principal or Superintendent of Jefferson County Public Schools.

Section 11. VACANCIES

In the event of a vacancy in the office of the President, the Vice President shall immediately assume the office. A vacancy in an Officer position, other than the Office of President, shall be filled by a majority vote of the Executive Board at a regular or special meeting.

ARTICLE VII: ELECTIONS

Section 1. APPOINTMENT OF NOMINATING COMMITTEE

The President shall appoint a Nominating Committee in early March that shall consist of a minimum of three (3) regular members with no more than two (2) members from the current Executive Board.

Section 2. NOMINATION OF OFFICERS

The Nominating Committee shall present to the Executive Board one (1) nominee for each office with the term ending that year and for offices with unfilled vacancies. The Executive Board shall notify the membership of the slate of nominees during the March regular meeting, by email, and other methods of communication as needed. Additional nominations may be made from the membership at the March and April regular meetings or in writing. 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 be considered a single nominee for purposes of the election.

Section 3. CONDUCT OF THE ELECTION

The election of Officers shall be held as part of the regular April meeting and conducted 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. The Nominating Committee act as or appoint tellers to draft, distribute, gather and count the written ballots and return a signed report of the vote to the President, who will announce the results based on the majority vote. All ballots shall be retained by the Vice President 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 regular May meeting. The installation shall be marked by the passing of the gavel from the current President to the new President. The official start of term begins on June 1st.

ARTICLE VIII: STANDING COMMITTEES

Section 1. STANDING COMMITTEES

In addition to the Nominating Committee provided for in Article VII, Section 2, 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.
- b. Membership Committee - The Membership Committee shall keep a current list of Regular members, Associate members, and Volunteer members and shall seek to expand the membership to its fullest potential and to secure full attendance at all regular meetings. A Telephone Subcommittee may 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 committee shall be the prerogative of its Chairperson, subject to the approval of the Executive Board. A 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 Arts Magnet Director, President, and Vice President shall be ex officio members of all committees and shall be notified in advance of all meetings.

Section 5. OVERSIGHT BY EXECUTIVE BOARD

The Executive Board may review the activities of any committee to ensure 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 July 1 through June 30 of the following year.

ARTICLE X: BOND REQUIREMENT

Section 1. BONDING AND INSURANCE

The Maestros, Inc. will carry Board and Officers Insurance on a minimum of one Officer who serves on the Executive Board. The cost of the insurance shall be paid by The Maestros, Inc.

ARTICLE XI: JEFFERSON COUNTY PUBLIC SCHOOLS

Section 1. These bylaws are compliant with the Jefferson County Public Schools Athletic/Activity Booster Organization Guidelines with the intention of abiding by the conditions set forth by the JCPS Board and the Kentucky High School Athletic Association ("KHSAA").

Section 2. The President of The Maestros, Inc. shall submit by email a monthly report to the WMSFA Principal and the Art Magnet Director. This may include but is not limited to meeting agendas, meeting minutes, and financial reports.

Section 3. The complete list of members shall be available upon request to the WMSFA Principal. At least one member shall be bonded to write checks and provide insurance.

Section 4. The Maestros, Inc. shall comply with the requirements of Title 702 of the Kentucky Administrative Regulations, Chapter 3:130 (internal accounting), and all other relevant statutes and regulations. A full financial report shall be provided to the WMSFA Principal by July 25th of each year. If requested to do so, an audited financial record shall be provided as well.

Section 5. Facility repair/construction conducted by, or contracted by The Maestros, Inc. shall be approved by the JCPS Board prior to beginning work.

Section 6. The Maestros, Inc. shall be compliant with Title IX and refrain from engaging in any activity which, in the opinion of the WMSFA Principal, may adversely affect the school's ability to comply with Title IX.

Section 7. No payments to any person shall be made in cash. All reimbursements must be documented and approved by the Treasurer and the President.

Section 8. All events sanctioned by The Maestros, Inc. must be approved by the WMSFA Principal or their designee. School staff and adequate security shall be responsible for monitoring such events.

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.

ARTICLE XIII: DISSOLUTION

Section 1. DISSOLUTION

In the event of any dissolution or other termination of The Maestros, Inc., all assets after payment of outstanding debts and other legal obligations shall be paid over to Western Middle School for the Arts, or its successor, to be used for the enhancement of the arts education. If Western Middle School for the Arts, or a successor, does not exist, such assets shall be paid to the Jefferson County Public Schools to be used for other art education 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 27th of Sept. of 2019.

Attest:

Elle Gude 9/27/19
President Date

[Signature] 9/27/19
Vice President Date

Steven Rehe 9.27.19
Arts Magnet Director Date