

# ARTICLES OF INCORPORATION Of the Sarasota High School Mighty Sailor Band Boosters, Inc.

The incorporators adopt the following articles in compliance with Chapter 617, Florida Statutes, Corporations Not for Profit, and in compliance with Internal Revenue Service taxation regulations governing a 501(c)(3), charitable and tax exempt organization.

This organization is organized exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue code.

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 persons, 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.

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.

Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on:

- (a) by any organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 corresponding section of any future Federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is 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.

Adopted: 2/5/03 Amended: 9/13/03

2005 Amendment Process - **Third Draft** (Red = Editing; Blue = Changes; Yellow Highlighted Double Strikethrough = deletions; Blue Highlighted = not yet resolved) (Blue Underlined = new to Draft 2) (Blue Underlined Yellow Highlighted = new to Draft 3)

## **ARTICLE I      NAME**

The name of the corporation shall be:

Sarasota High School Mighty Sailor Band Boosters, Inc.

## **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Sarasota High School Mighty Sailor Band Boosters, Inc.  
c/o Band Director of the Mighty Sailor Band Sarasota High  
School  
1000 South School Avenue  
Sarasota, FL 34237

## **ARTICLE III      PURPOSE**

The purpose of this Corporation is to build and maintain an organization that will help promote the general activities of the Mighty Sailor Band. These activities may include but are not limited to:

- Support and encourage the Band Director of the Mighty Sailor Band;
- Assist the Band Director in promoting and obtaining the highest degree of music education;
- Assist the Band Director in developing music education programs, student leadership programs, and music participation and performance opportunities;
- Raise funds for the purpose of providing and maintaining instruments, uniforms, music, band equipment, and programming through participation in field trips, parades, and excursions that promote music education, performance, training, and leadership.

## **ARTICLE IV      MEMBERSHIP IN THE CORPORATION**

Criteria for membership in the Sarasota Band Boosters corporation will be stipulated in the Bylaws.

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## **ARTICLE V        ELECTIONS**

The manner in which the Executive Board is elected or appointed:

### **Section I. Officers**

The Executive Board of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and the Band Director of the Mighty Sailor Band. The term of service for these officers shall be specified in the Bylaws. The President, Vice President, Secretary, and Treasurer will be elected from the general membership of the Corporation. The Band Director of the Mighty Sailor Band is a Sarasota County School Board employee who has been given the position, Band Director of the Mighty Sailor Band.

### **Section II. Elections**

Election shall be by ballot. However, if there is only one nominee for any office, the ballot may be by a voice vote. If there are any objections to a voice vote, the election shall be by ballot.

In consultation with the Band Director, the Corporation shall establish a Nominating Committee composed of three members: one Nominating Committee member shall be selected by the Executive Board from its body; two additional members shall be selected by the Executive Board from the general membership. The Corporation shall vote to affirm the Nominating Committee at the January regular meeting two (2) months prior to the election at the March regular meeting. The Nominating Committee shall designate one of its three members as the committee chairman.

These Articles of Incorporation state explicitly that the purpose of this organization is to support and encourage the Band Director. As such, the Nominating Committee, in consultation with the Band Director, shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one (1) month prior to the election.

At least three (3) weeks prior to the election, the Executive Committee shall notify all registered voting members of the Corporation of the pending election. Such notification shall include the date, time, and place of the Annual Meeting, and the list of nominees for election to the Executive Committee along with their qualifications.

The Annual Meeting will be held immediately preceding the end of the fiscal year.

Only those persons who have given their consent to serve shall be

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nominated for or elected to such offices. A majority vote of those present shall be necessary to elect the President, Vice President, Secretary, and Treasurer.

### **Section III. Vacancies in Offices**

Should a vacancy occur in any office, the Band Director of the Mighty Sailor Band may appoint an individual to fill that officer's unexpired term. The remaining members of the Executive Board must approve that appointment.

## **ARTICLE VI AMENDMENTS**

These Articles may be amended at any regular meeting of the Corporation by a majority vote of members present, provided that the following conditions have been met:

- the amendment has been presented in writing to the Executive Committee 60 days before it is voted on by the Corporation;
- the amendment has been presented by the Executive Committee to the voting membership present at the previous regular meeting;
- written notification of the proposed amendment and the date and place of the meeting where the amendment is to be voted upon has been provided to the registered voting members of the Corporation at least two (2) weeks prior to the meeting via the U.S. Postal Service; and
- a majority of voting members is present at the meeting.

## **ARTICLE VII INITIAL OFFICERS**

The names, addresses and titles:

President:

Jim Massing  
1773 Cottonwood Trail  
Sarasota, FL 34232

Vice President:

Jim Noller  
6731 Duck Pond Lane  
Sarasota, FL 34240

Secretary:

Mary Margaret Staik

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2992 Bay Street  
Sarasota, FL 34237

Treasurer:

Sue Morris  
315 Mimosa Circle  
Sarasota, FL 34232

Director Mighty Sailor Band:

Rick Fowler  
8222 60th St Circle East  
Sarasota, FL 34243

## **ARTICLE VII INITIAL REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Mr. Rick Fowler, Director of the Mighty Sailor Band  
Mighty Sailor Band Boosters, Inc.  
Sarasota High School  
1000 South School Avenue  
Sarasota, FL 34237

## **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator:

Jim Massing  
1773 Cottonwood Trail  
Sarasota, FL 34232

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

\_\_\_\_\_  
Signature/Registered Agent

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature/Incorporator

\_\_\_\_\_  
Date

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