

Minutes
Mahomet-Seymour Music Booster Corporation meeting
Monday, March 10, 2008
8:00 p.m. Mahomet-Seymour High School

Board of Directors: Chris Johnson, Karen Badger, Jan Guthrie, Nancy Stevens, Karen Conrad, Alison Lecouris, Billie Waddell, Barbara Semeraro (absent Tammy Caputo)

Music Directors: Michael Stevens, Matt Kutyllo, Jill Rinkel, Leslie Manfredo

Members and Attendees: Cindi Eustice, Kathleen Carroll, Mark Igoe, Karen Sanders, Leslie Knicl, Max Guthrie, and Fred Heinrich

1) Call to Order – Chris Johnson called the meeting to order at 8:20 p.m.

Chris introduces Fred Heinrich to the group. Mr. Heinrich has worked with the board members to incorporate the organization within the State of Illinois. He reported that on March 3, 2008 the Illinois Secretary of State accepted the organizations Articles of Incorporation and bylaws. The corporation's official name is Mahomet-Seymour Music Boosters. The bylaws are the guidelines for the corporation's structure and operation. They were written with the intent of simplicity and flexibility using the basis of how our organization has run in the past. The bylaws can always be amended if necessary.

He secured our EIN from the Internal Revenue Service. The number is like the corporation's social security number. It is 26-2086710 and will need to be used for setting up bank accounts, business licenses and the like.

A quorum of the board of directors was present for the meeting. Therefore, official actions by the board may be taken. Ratified amendments to the bylaws take effect immediately.

Also, within the corporation directors mean the corporations board of directors, not the MS Music Department staff members (which are sometimes referred to a directors.). To clarify the notes: Directors mean the corporation's board of directors. MS Music Department staff will be referred to a MS staff.

The first order of business for the board of directors was to appoint a chairperson and secretary for this meeting. The directors appointed Chris Johnson as chairperson and Barbara Semeraro as secretary. [03/10/08:01 Motion by Badger, seconded by Lecouris; motion carried]

2) Ratify Actions Taken to File Articles of Incorporation – A review of the bylaws led to several suggested changes. The board approved the following:

Revising the Number of Board of Directors members. The bylaws were written with the current Music directors (MS staff) in advisory roles (*ex-officio*). At the request of the

MS staff the board of directors were asked to consider having the MS staff as voting members of the corporation (as members of the board of directors).

For this item: Two amendments to the bylaws were acted upon:

1) Article V: Section 2: Number, Tenure, and Qualifications:

The number of directors shall be no less than three (3) and no more than 13 of which four (4) shall be representatives from the Mahomet-Seymour school district music staff teaching grades 5-12. [03/10/08:02 Motion by Badger, seconded by Semeraro; motion carried.]

2) Article VI: Section 8: Representatives:

For clarity due to the previous amendment, this section deleted and the other sections within the Article renumbered and adjusted as necessary. [03/10/08:03 Motion by Waddell, seconded by Conrad; motion carried.]

With the ratification of the bylaw changes four (4) MS staff became board of director members with voting rites. MS staff is: Michael Stevens, Leslie Manfredo, Matt Kutylko, and Jill Rinkel.

With the above mentioned amendments, the corporation's bylaws were approved. [03/10/08:04 Motion by Nancy Stevens, seconded by Lecouris: motion carried.]

3) Election of Directors: A list of the current board of directors was distributed. The member listing was revised to include the MS staff. [03/10/08:05 Motion by Badger, seconded by Waddell; motion carried.]

The boards of directors are: Christine Johnson, Karen Badger, Janice Guthrie, Barbara Semeraro, Tammy Caputo, Nancy Stevens, Karen Conrad, Alison Lecouris, Billie Waddell, Michael Stevens, Matt Kutylko, Leslie Manfredo, and Jill Rinkel.

4) Elect Officers: Officers will serve until the next board of directors election. The officers are: [03/10/08:06 Motion by Michael Stevens, seconded by Kutylko; motion carried]

President	Chris Johnson
Vice President	Karen Badger
Treasurer	Jan Guthrie
Assistant Treasurer	Max Guthrie (appointed)
Secretary	Barb Semeraro

5) Appoint Assistant Treasurer: Addressed within agenda item 4.

6) Consider appointment of an Assistant Secretary: If necessary, will appoint at a later meeting. No action taken.

7) Identify Music Department Representation: With the bylaw amendment, this item is no longer necessary. No action taken.

8) Appoint Committee Chairs: While reviewing the old organization's committee structure (committees, chairs, etc.) to the current corporation's committee structure it was noted that the bylaws call for at least two (2) directors on each committee. Having two (2) directors on each committee seemed excessive and problematic. But it was felt that in the best interest to the corporation that at least one (1) director should be on each committee. This review resulted in an additional amendment to the bylaws.

Article VII: Section 1: Committees: The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of one (1) or more directors and such other persons as the board of directors designates. [03/10/08:07 Motion by Badger, seconded by Conrad; motion carried]

At this time only one committee is required, Nominating Committee. Committee members are: Karen Badger, Karen Conrad, Billie Waddell, Chris Johnson, Matt Kutyllo, and Jill Rinkel. [03/10/08:08 Motion by Manfredo, seconded by Nancy Stevens; motion carried.]

9) Authorize one of the officers to register the corporation with the Illinois Department of Revenue, to register with the Illinois Attorney General under the Illinois Charitable Trust Act and to file an application to request tax-exempt status under Internal Revenue Code 501(c)3: The board approved the Treasurer (Jan Guthrie) and Assistant Treasurer (Max Guthrie) to oversee the document filing. It is anticipated that the forms will be filed in late April 2008.

10) Authorize depository arrangements for the corporation, including electronic access and images of transaction items. Jan Guthrie reported that with the establishment of the new corporation new banking accounts are necessary. New accounts were tentatively opened at Busey Bank. Signatures on the account would be the President, Treasurer and Assistant Treasurer. Carefree business checking account - limited to 250 transactions per month, but this is not an interest bearing account. The board authorized the opening of an account at Busey Bank with account signatures as the President, Treasurer, and Assistant Treasurer. [03/10/08:09 Motion by Jan Guthrie, seconded by Badger; motion carried.]

11) Establish fiscal year under bylaw Article X: Fiscal year set for July 1- June 30. [03/10/08:10 Motion by Johnson, seconded by Kutyllo; motion carried.]

12) Approve budget: Jan and Max Guthrie presented the proposed budget for the corporation. (Note: funds from the previous Booster organization were transferred to the corporation by previous Booster organization vote.)

A few adjustments to the budget were necessitated from the previous Booster organization meeting:

Hawaii performance polo shirts - \$2000

DVD repair - \$2000 (to be shown in existing line item "Equipment". So Equipment will be budgeted at \$2050.)

The revised budget was approved. [03/10/08:11 Motion by Manfredo, seconded by Kutyllo; motion carried.]

After some discussion, it was decided that all funds from the sale of performance DVD's should remain with the Music Department. The corporation will not be reimbursed, over time, for the purchase of the equipment through the sale of performance DVDs.

Michael Stevens brought forward that an additional expense had been approved by the old organization. Up to \$1,000 for the repair of the garage door. And Karen Badger brought forth the replacement cost of the coffee pot. The budget was revised to reflect these additional items. [03/10/08:12 Motion by Badger, seconded by Lecouris; motion carried.]

13) Other business issue: No other issues were discussed.

14) Establish date(s) for future meetings:

April 14, 2008 - nomination committee to present slate of candidates for board of directors.

May 12, 2008

Chris Johnson thanked Fred Heinrich for leading us through the process of setting up the corporation. Jan and Max Guthrie devoted numerous hours working with the Booster members assure that the new corporation would meet the needs of the members. They were our liaison with Fred Heinrich. Chris expressed her personal thanks to Fred, Jan and Max.

Meeting was **adjourned** at 9:29 p.m.

Respectfully submitted,

Barbara A. Semeraro
Meeting Secretary

March 10, 2008 summary of motions. Approved by majority vote.

- 03/10/08:01 Appoint meeting chairperson and secretary
- 03/10/08:02 Bylaw amendment: Article V: Section 2: Number, Tenure, and Qualifications:
- 03/10/08:03 Bylaw amendment: Article VI: Section 8: Representatives:
- 03/10/08:04 Approve bylaws as amended
- 03/10/08:05 Approve board of directors to include MS staff
- 03/10/08:06 Officer election
- 03/10/08:07 Bylaw amendment: Article VII: Section 1: Committees:
- 03/10/08:08 Committee appointments
- 03/10/08:09 Authorize the opening of financial accounts
- 03/10/08:10 Establish fiscal year
- 03/10/08:11 Approve budget
- 03/10/08:12 Approve revised budget