

**AMENDED & RESTATED
BYLAWS**

ROWLETT HIGH SCHOOL BAND BOOSTERS

**ARTICLE I.
THE ORGANIZATION**

Section 1.1 Name. The name of the Corporation shall be named "Rowlett High School Band Boosters" (referred to as "Band Boosters" or the "Corporation").

Section 1.2 Period of Duration. The period of duration of the Rowlett High School Band Boosters, a Texas non-profit corporation, shall be perpetual.

**ARTICLE II.
PURPOSES**

Section 2.1 Purpose. The Corporation is organized to promote and encourage community/area support of the Rowlett High School Band program within the requirements of Section 501(c)(3) of the Internal Revenue Code 1986, as amended, or corresponding section of any future federal tax code. The Corporation shall have the following purposes, which are consistent with the requirements in Section 501(c)(3):

- (a) To help enrich the school's participation in extracurricular activities.
- (b) To supplement school board support of the Band program.
- (c) To provide financial support of all Band program activities.
- (d) To encourage Band program exposure.
- (e) To cooperate with the Band Director (s) and the School Board to the end that the Band program maintain the highest possible degree of efficiency.
- (f) To actively support all performances and activities of the Band program.
- (g) To serve as a means of communication to keep parents informed of activities and projects of the Band program.
- (h) To make plans and carry out fund raising and publicity for support of activities and projects of the Band program.
- (i) The Corporation shall remain neutral in any grievances between the Band Director(s) and individual parents, administrators or school authorities.

**ARTICLE III.
MEMBERSHIP**

Section 3.1 Class of Members. The Band Boosters shall have five (5) classes of Members:

- (a) *"General Member"*: the parent or legal guardian of a student(s) currently in the Band Program who has paid Annual Membership Dues in accordance with Section 4.1 hereof;
- (b) *"Associate Member"*: any person other than a current band parent who has paid Annual Membership Dues in accordance with the Section 4.1 hereof;
- (c) *"Eagle Star Member"*: any person or entity that has made a donation in the amount of \$1,000 or more, per year, and in accordance with the Policies and Procedures adopted herein by the Board and in compliance with Section 4.2 below. Annual Membership Dues do not apply to this Member;
- (d) *"Student Member"*: any student officer of the Rowlett High School Band (including the President, Vice President, Secretary and/or Treasurer). Annual Membership Dues do not apply to this Member;
- (e) *"Ex Officio Member"*: Rowlett High School Band Directors employed by the Garland Independent School District during the current school year. Annual Membership Dues do not apply to this Member.

Section 3.2 Term of Membership. Membership shall be for a one-year period starting at the time of band registration in any given year.

Section 3.3 Voting. Each General Member shall have one (1) vote on any matter under consideration by the Band Boosters at a meeting of the General Booster Meeting. Associate Members, Eagle Star Members, Student Members and *Ex Officio* Members shall have no voting privileges.

Section 3.4 Resignation. Any Member may resign at any time, whether verbally or in writing. Non-payment of Annual Membership Dues will be considered as automatic resignation. No full or partial Annual Membership Dues are refundable.

Section 3.5 Suspension and Expulsion. Any Member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall include, without limitation, violation of the Bylaws or any lawful policy or procedure duly adopted in accordance with Article XI of these Bylaws, or any other conduct prejudicial or detrimental to the interests of the Band Boosters or the Band Program. Suspension or expulsion shall be by 3/5ths (three-fifths) vote of the entire membership of the Board, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the Member at least ten (10) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges

shall be considered and the Member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

Section 3.6 Membership in Good Standing. All Members whose dues are current shall be considered in good standing and entitled to full privileges of its class of membership.

ARTICLE IV. ANNUAL MEMBERSHIP DUES AND CONTRIBUTIONS

Section 4.1 Annual Membership Dues. The Annual Membership Dues shall be determined by the incoming Board by May 1 of each year. Annual Membership Dues are paid by General Members and Associate Members only. General and Associate Members will complete a Membership Form which will contain contact information, membership level, and volunteer information. The contact information provided on the Membership Form will be used in order for Members to receive notices of meetings and other Band Booster information as the Board deems necessary and as prescribed in accordance with Article XI of these Bylaws.

Section 4.2 Contributions. Contributions may be accepted by the Board from any source authorized by law, provided that the Board shall not accept any contributions from any person that would affect the Band Boosters' tax exempt status under Section 501(c)(3) of the Code.

ARTICLE V. MEETINGS OF THE MEMBERS OF THE BAND BOOSTERS

Section 5.1 Annual Meetings. There shall be an Annual Meeting of the Members of the Band Boosters at the April Band Booster meeting for the election of officers. Notice of such regular meetings of the Members shall be sent to the email addresses of the Members which were provided to the Band Boosters on the Membership Form as mentioned in Section 4.1 above and will also be posted on the Band Website under the Band Boosters tab not less than three (3) days before the date of the meeting.

Section 5.2 General Meetings. Meetings of the Members of the Band Boosters shall be called by the President or the Vice President(s) (referred to as "General Booster Meeting"). Notice of such regular meetings of the Members shall be sent to the email addresses of the Members which were provided to the Band Boosters on the Membership Form as mentioned in Section 4.1 above and will also be posted on the Band Website under the Band Boosters tab not less than three (3) days before the date of the meeting.

Section 5.3 Special Meetings. The President or Vice President(s) may call special meetings of the Members of the Band Boosters, in possible conjunction with other Board Members as deemed necessary. Special meetings may be called in like manner and on like notice. Except as may be otherwise expressly provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of any special meeting need be specified in a notice or waiver of notice.

Section 5.4 Voting List. A complete list of the General Members entitled to vote at a General Booster Meeting, arranged in alphabetical order, with the address of each General

Member, shall be kept on file by the Secretary and shall be subject to inspection by any General Member. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any General Member during the whole time of the meeting. This list shall be made available only to General Members.

Section 5.5 Quorum. Ten percent (10%) of the General Members shall constitute a quorum at any meeting of the Members of the Band Boosters for any annual or general meeting. If a quorum shall not be present at any such meeting, any officer entitled to preside at, or to act as secretary of such meeting, may adjourn such meeting without notice other than by announcement at the meeting, until a quorum shall be present. At any duly adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. A sign-in sheet shall be made available for all attending members at annual and/or regular meetings and shall be compared to the actual membership list to qualify a Quorum. The act of a majority of the General Members present at a meeting at which a quorum is present shall be the act of the Members for the transaction of any business.

Section 5.6 Proxy. At all meetings of the Band Boosters, votes shall be cast in person. There shall be no voting by proxy.

Section 5.7 Order of Business. The order of business at meetings shall be as follows:

- (a) Call to order;
- (b) Declare a quorum;
- (c) Review/approval of minutes of previous meeting
- (d) Receiving communications;
- (e) Reports of Officers;
- (f) Reports of committees:
 - (i) Standing
 - (ii) Special;
- (g) Unfinished business;
- (h) New business;
- (i) Election of Board of Directors (Annual Meeting);
- (j) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the General Members present. The usual parliamentary rules as laid down in the latest edition of *Roberts Rules of Order* shall govern all deliberations, when not in conflict with these Bylaws.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.1 Composition of the Board of Directors. The Board shall be made up of officers of the Corporation, which shall be a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer ("Directors"). Persons taking over a Board position, as a condition precedent to their taking office, must have been a General Member for at least one (1) year prior to taking office and have paid Annual Membership Dues in accordance with Section 4.1 hereof.

Section 6.2 Responsibilities. The Board of Directors (the "Board") shall have supervision, control and direction of the affairs of the Band Boosters as contained in this Article VI and as otherwise provided by law.

Section 6.3 Election. The Directors shall be elected by a majority of votes of the General Members present at the Annual Meeting. Each Director shall be elected to one specific office by the General Members. If, for any reason, any such Director is not elected at the Annual Meeting, he/she may be elected as otherwise provided in the Bylaws.

Section 6.4 Term of Office of Directors. Each Director specified in Article VI shall hold office for a term of one (1) year (not to exceed two (2) consecutive years as in any one specific office and, further, not to exceed four (4) consecutive years as a Director and/or until the Director resigns or until a successor shall have been duly chosen and qualified.

Section 6.5 General Meetings. Meetings of the Board, if necessary, may be held prior to each General Booster Meeting (referred to as "General Board Meeting"). The Band Director(s), or a designated person, may be present at any meeting of the Board.

Section 6.6 Vacancies. Any vacancies by reason of death, resignation, or otherwise, that may occur on the Board may be filled by a majority vote of the remaining Directors for the unexpired term. In its discretion, the Board may leave unfilled any office except those of President and Secretary.

Section 6.7 Resignation or Removal. Any Director may resign at any time by giving notice, written or otherwise, to the President, the Secretary or to the Board. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance by the President or the Board. Any Director may be removed by a majority vote of the Board at any regular meeting at which a quorum is present.

Section 6.8 Absenteeism. Any Director who is absent for three (3) meetings of either the (i) Board or (ii) General Booster Meeting, unless excused by the Board, shall be considered to have vacated the office and shall be replaced at the next General Board Meeting.

Section 6.9 Annual Meeting/Budget and Finance Committee Meeting. An annual meeting of the Board of Directors shall be held each year at such place and such time as the Board shall determine (referred to as "Annual Meeting"). The Board will prepare a written proposal of the budget for the upcoming year at this meeting. This proposal will be emailed to the Members at least one (1) week before the first General Booster Meeting of the school year and will be presented at the General Booster Meeting and voted on by all Members.

Section 6.10 Alternative Form of Meetings. Meetings may be held by use of telephone conference or other electronic communication. If the presiding officer calls for a vote during an alternative form of meeting, then the meeting secretary shall identify, by reasonably secure means, each person voting. The meeting secretary shall make a record of any vote or action taken during an alternative form of meeting.

Section 6.11 Turnover Meeting. The Board of Directors shall meet in May for the transition of the Directors for the upcoming year.

Section 6.12 Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board. If less than majority of the Directors are present, a majority of the Directors present may adjourn the meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board for the transaction of any business.

Section 6.13 Informal Action by the Board of Directors. Any action required to be taken at a Board of Directors meeting may be taken without a meeting with the written consent of 3/5ths (three-fifths) of the Board of Directors. Such consent must be in writing, dated, and signed by the consenting Director.

Section 6.14 Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director, either personally, by email or other electronic communication. Special meetings may be called in like manner and on like notice on the written request of any one of the Directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of any special meeting need be specified in a notice or waiver of notice.

ARTICLE VII. DUTIES OF BOARD OF DIRECTORS

Section 7.1 The duties of each Director are as follows:

- (a) The President shall be the executive head of the Band Boosters and shall:
 - (i) Preside at all meetings of the General Members and of the Board;
 - (ii) Be an *ex officio* member of all committees;
 - (iii) Exercise general supervision of all the affairs of the Band Boosters;
 - (iv) See to the carrying out of all orders and resolutions of the Board;
 - (v) Keep the Board and General Members fully informed and consult them concerning the business and activities of the Band Boosters;

- (vi) Make on behalf of the Board an Annual Report to the Members of the Band Boosters;
 - (vii) Have authority to sign any check, draft or other order of the Band Boosters for the payment of money, unless otherwise ordered by resolution adopted by the Board in accordance with Section 9.3 and bank requirements;
 - (viii) Designate annually, subject to the approval of the Board, the chairmen of the standing and special committees, unless otherwise provided under these Bylaws; and
 - (ix) Perform such other duties as are set forth in the Bylaws or shall be assigned by the Board.
- (b) The 1st Vice President shall:
- (i) Have the responsibility for the implementation of *Robert's Rules of Order* at each meeting;
 - (ii) Preside over meetings in the absence of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President;
 - (iii) Have authority to sign any check, draft or other order of the Band Boosters for the payment of money, unless otherwise ordered by resolution adopted by the Board in accordance with Section 9.3 and bank requirements;
 - (iv) Ensure the Bylaws are followed; and
 - (v) Have such other powers and duties as may be prescribed by the Board and/or the President.
- (c) The 2nd Vice President shall:
- (i) Have the responsibility to select and present preliminary plans for fundraising projects to the General Members;
 - (ii) Have authority to sign any check, draft or other order of the Band Boosters for the payment of money, unless otherwise ordered by resolution adopted by the Board in accordance with Section 9.3 and bank requirements;
 - (iii) Preside over meetings in the absence of the President and 1st Vice President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President; and

- (iv) Have such other powers and duties as may be prescribed by the Board and/or the President.
- (d) The Secretary shall:
- (i) Record and preserve Minutes of all acts of the Board, including but not limited to books, reports, statements, certificates and other papers related to the Band Booster corporation;
 - (ii) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - (iii) Ensure that all documents and reports required by the State of Texas are timely completed and filed with the appropriate state agency;
 - (iv) Shall countersign instruments authorized by the Board and which require the signature of the President;
 - (v) Maintain a register of the address of each Board of Director and General Member of the Band Boosters;
 - (vi) Perform all the duties incident to the office of Secretary; and
 - (vii) Preside over meetings in the absence of the President and Vice Presidents and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President and Vice Presidents.
- (e) The Treasurer shall have general supervision of the financial affairs of the Band Boosters and shall:
- (i) Perform all the duties incident to the office of Treasurer;
 - (ii) Have power to disburse such funds of the Band Boosters as shall be required in the conduct of its affairs and the carrying on of its activities;
 - (iii) Have authority to sign any check, draft or other order of the Band Boosters for the payment of money, unless otherwise ordered by resolution adopted by the Board in accordance with Section 9.3 and bank requirements;
 - (iv) Present financial statements to the Board and to Members at the general meetings;
 - (v) Provide for custody and safekeeping of all securities of the Band Boosters, subject to such custody arrangements as the Board may

approve. The Treasurer and any member of the Budget and Finance Committee designated by the Board, acting jointly, shall have the right of access to such securities;

- (vi) Perform such other duties as may from time to time be assigned to him by the Board;
- (vii) Ensure that all state and federal financial documents and tax reports are timely completed and filed with the appropriate state or federal agency;
- (viii) Preside over meetings in the absence of the President, 1st and 2nd Vice Presidents and Secretary and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President, 1st and 2nd Vice Presidents and Secretary.

Section 7.2 Officer Pro Tem. If, at any meeting of the Members of the Band Boosters, the President is absent, and no one authorized to perform the duties is present, then an Officer Pro Tem shall be selected by the Board.

ARTICLE VIII. COMMITTEES

Section 8.1 Standing Committees. Standing committees shall be the Board, Nominating Committee, Budget and Finance Committee, Fundraising Committee and the Audit Committee. The Committees are defined as follows:

- (a) *Nominating Committee*. The Nominating Committee shall be responsible for presenting a slate of nominees of prospective Officers and prospective Committee Chairpersons for the following year. The President shall appoint the Nominating Committee Chair in January. The Nominating Committee shall consist of seven (7) Members in addition to the Chair, as follows: two (2) Members will be from the Board of Directors, four (4) Members from the General Members (one from each grade level) and one (1) alternate to serve if an appointed Member is not available. In February, the Nominating Committee will announce that a nomination slate will be presented at the March meeting and will start accepting nominations. The final nomination slate shall be presented at the April meeting. Additional nominations shall be taken from the floor at the April meeting. Voting will occur at the April meeting and the takeover meeting will be the May meeting. The Band Director(s), or his designee, may be present at all meetings of the Nominating Committee.
- (b) *Budget and Finance Committee*. Shall consist of the Board of Directors. The Committee will present to the General Members a written proposal of the budget for the upcoming year no later one (1) week before the first Booster meeting (see Section 6.9) of the school year.

- (c) *Fundraising Committee.* Shall consist of the 2nd Vice President and his/her appointed committee. The 2nd Vice President shall appoint a committee consisting of General Members to assist with fundraising plans and projects. The appointed committee shall present preliminary plans for the fundraising projects to the General Members.
- (d) *Audit Committee.* Shall be appointed by the President in April and will consist of the following: at least three General Members. The audit of the books will be concluded and reported to the Members at the first General Booster Meeting of the new school year. At its own discretion, the Board may elect to retain a non-member person or firm qualified to conduct an audit.

Section 8.2 Standing Committee Appointments. The President shall have the authority to appoint the chairmen of the Standing Committees, subject to the approval of the Board.

Section 8.3 Special Committees. The Board may, by resolution adopted by a majority of the Board, designate and appoint one or more committees, other than the Standing Committees. Chairpersons shall be appointed each year to serve on each special committee. The composition, regulation, and duties of such committee shall be established by the Board and the same may be amended or modified from time to time by the Board. The Board shall adopt written Policies and Procedures to set out the composition, regulations, and duties of each special committee established by the Board. Each Special Committee Chair shall give each Special Committee Member a minimum of 3 (three) days written notice prior to each meeting, and that a meeting can take place without prior notice provided that every member of the special committee gives written consent to proceed with a particular meeting without notice.

ARTICLE IX. INDEMNIFICATION OF BOARD MEMBERS

Section 9.1 Power to Indemnify. The Band Boosters shall have the power to indemnify any Director or former Director of the Band Boosters for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Board Member, as set forth in the Texas Business Organizations Code, Section 8.101. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or employee may be entitled.

Section 9.2 Power to Purchase Insurance. The Band Boosters shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or agent of the Band Boosters as set forth in the Texas Business Organizations Code, Section 8.10.

ARTICLE X.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.1 Contract Execution. The Board of Directors may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Band Boosters. Such authority may be general or confined to specific instances.

Section 10.2 Interested Officers or Members.

- (a) No contract or transaction between the Band Boosters and one or more Board Members or General Members or between the Band Boosters and any other corporation, partnership, or other organization in which one or more Board Members or General Members are trustees, officers or have a financial interest, shall be void or voidable solely for this reason, solely because the Board Member or General Member is present at or participates in the meeting of the Board or Committee thereof or of the Board Member(s) which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if:
- (i) The material facts as to his/her or their relationship or interest and as to the contract or transaction are disclosed to the Board or the General Members, and the Board or General Members in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Board Members, even though the disinterested Board Members may be less than a quorum; or
 - (ii) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Board Members; or
 - (iii) The contract or transaction is fair to the Band Boosters as of the time it is authorized, approved, or ratified by the Board or a Committee thereof.
- (b) Common or interested Board Members or Committee Members may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes the contract or transaction.
- (c) *Non-Exclusive.* This provision shall not be construed to invalidate a contract or transaction, which would be valid in the absence of this provision.

Section 10.3 Deposits. All funds of the Band Boosters shall be deposited to the credit of the Band Boosters in such banks, trust companies or other depositories as the Board may select in accordance with the policies and procedures adopted herein.

Section 10.4 Annual Reports. Annual Reports which show the financial well-being of the Band Boosters shall be presented on or before the December General Booster Meeting.

ARTICLE XI. POLICIES AND PROCEDURES.

Section 11.1 Policies and Procedures. The Board of Directors shall be and hereby is empowered to formulate, adopt and/or amend policies and procedures applicable to the Band Boosters and its Members. Such policies and procedures (or such modifications and amendments thereto) shall be adopted and approved at such time and from time to time, and shall govern or address such matters, as the Board shall determine in its sole discretion. The affirmative vote of a simple majority of the members of the Board shall be required to adopt and approve any policy or procedure proposed by the Board. No policy or procedure adopted by the Board shall conflict with these Bylaws. In the event that a policy or procedure conflicts with these Bylaws, these Bylaws control.

ARTICLE XII. GENERAL

Section 12.1 Auditors. The Board may each year designate a firm of Certified Public Accountants to act in concert with the Audit Committee for the Band Boosters for the current fiscal year.

Section 12.2 Fidelity Bond. The Directors who are responsible for collection, disbursement, investment or safekeeping of funds may be required to give bond for the faithful performance of their duties. The bond shall be in such form and amount as shall be prescribed by the Board and approved by the Board.

Section 12.3 Fiscal Year. The fiscal year of the Band Boosters shall begin July 1st and end at the close of business on June 30th each year.

Section 12.4 Notices. Any and all notices to Members shall be deemed sufficiently given if issued and sent to the email addresses of the Members which were provided to the Band Boosters on the Membership Form as mentioned in Section 4.1 above. Any and all notices given by, or on behalf of, the Band Boosters to any Board Member shall be deemed sufficiently given if sent to the email addresses of the Board Member which were provided to the Band Boosters on the Membership Form as mentioned in Section 4.1 above.

Section 12.5 Order of Business at General and Board of Directors' Meetings. The latest edition of *Robert's Rules of Order* shall govern all meetings of the Board and General Board.

Section 12.6 Number and Gender. Whenever the context so indicates, the masculine, feminine or neuter gender, and the singular or plural number, shall each be deemed to include the other.

**ARTICLE XIII.
DISTRIBUTIONS**

Section 13.1 Distributions. No dividend shall be paid and no part of the income of the Band Boosters shall be distributed to any Member, directly or indirectly, in money, property, or services.

**ARTICLE XIV.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Section 14.1 At any time that dissolution of the Band Boosters is authorized, pursuant to law, the Board shall apply and distribute its assets as follows:

- (a) All liabilities and obligations of the Band Boosters shall be discharged or adequate provision made therefore;
- (b) Assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of;
- (c) All other assets shall be distributed to such other corporation or corporations, organized and operated not-for-profit and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as in the judgment of the Board will best serve the purpose for which this corporation is organized.

**ARTICLE XV.
AMENDMENTS**

Section 15.1 The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board. The power to alter, amend or repeal the Articles of Incorporation are restricted as set forth in the Articles of Incorporation.

Approved and adopted herein on this 10th day of April, 2014.

ROWLETT HIGH SCHOOL BAND BOOSTERS

By:



Christi L. Davis, President