

SUMMIT BAND BOOSTERS, INC.

BY-LAWS

ARTICLE I - NAME

- 1.1 The name for this organization shall be Summit Band Boosters, Inc. ("SBB").

ARTICLE II - REGISTERED OFFICE AND AGENT

- 2.1 The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Incorporation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

ARTICLE III - PRINCIPAL OFFICE

- 3.1 The principal office of the Corporation shall be within the boundaries of the Mansfield Independent School District. Meetings will typically be held at the Summit High School Campus.

ARTICLE IV – PURPOSE

- 4.1 The SBB organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- 4.2 The SBB shall support the Summit High School band program. The term "band" shall include the instrumental groups and the guard (color guard and winter guard). It shall provide financial support to the band as deemed necessary and requested by the band director(s) and as approved by the membership.
- 4.3 The activities of this organization shall not conflict with the policies of the Mansfield Independent School District and shall be operated in compliance with the UIL guidelines for Booster Clubs.

ARTICLE V - MEMBERSHIP

- 5.1 All parents or guardians of band students currently enrolled in the band program at Summit High School are considered members if that person regularly attends the SBB Member Meetings and supports club activities. Membership is also open to all parents or guardians of band students that have graduated 8<sup>th</sup> grade and are slated for enrollment in the band program at Summit High School.
- 5.2 There shall be no dues required for membership in the SBB organization.
- 5.3 Matters submitted for the membership's consideration will be voted upon by the membership present. Each member shall be entitled to one (1)

vote on each matter. A decision is reached by a simple majority vote.

- 5.4 The non-voting membership of this organization (“honorary members”) shall consist of persons who have contributed or wish to contribute to the objectives of the organization. Honorary membership may be granted upon recommendation of the Board of Directors, and voted upon by the membership. Honorary membership may be terminated at the discretion of the Board of Directors.
- 5.5 Honorary members may not hold a seat on the Board of Directors.
- 5.6 Voting membership in this organization ends upon the student’s resignation or separation from enrollment in the band program, effective no later than the first day of the following semester or the end of the membership year (see Article 8.5), whichever comes first.

#### ARTICLE VI – MEMBER MEETINGS

- 6.1 The first regularly scheduled Member Meeting for each new fiscal year will be held in August. Dates for at least one regular Member Meeting per month during the school year will be announced at the August meeting. In addition, the Audit Committee will give the Audit report and the Finance committee will present the budget for the year.
- 6.2 All Member Meetings are to be attended by all members of the organization. Each member is expected to participate as a voter in any decisions that are brought before the organization for approval.
- 6.3 Special meetings of the organization may be called by the President or by a majority of the Board of Directors with 10 days advance notice, except in extenuating circumstances, in which case no fewer than 72 hours notice shall be given.
- 6.4 Past minutes of the Board of Directors Meetings and Member Meetings will be available for review by any SBB member.
- 6.5 The Annual Corporate Meeting held in May shall consist of the election of officers, appointment of the members of the Audit and Finance Committees, and any other corporate business.
- 6.6 A quorum shall be present at any regular Member Meeting or special called meeting of the membership when at least 10 members, excluding the President, are present at the meeting.

## ARTICLE VII - BOARD OF DIRECTORS

- 7.1 To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, powers of the Corporation shall be exercised by or under the authority of, and the business and the affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. The Board of Directors shall plan, coordinate, and oversee the activities and conduct business necessary to the operation of the organization.
- 7.2 The Board of Directors shall be composed of current elected officers. The band director(s) for Summit High School will be non-voting members of the Board of Directors.
- 7.3 The Board of Directors will usually meet prior to each scheduled Member Meeting or upon the call of the President or a majority of the Board of Directors. All Board of Directors Meetings will be open to the attendance of any SBB member.
- 7.4 The Board of Directors shall be allowed to appoint additional members of the organization to serve on the Board of Directors, as it deems necessary, to carry out the purpose of the organization.

Any and all such appointments shall require the approval of the general membership at the next Member Meeting and shall be valid for the membership year in which such appointments are made.

- 7.5 Committees may be established by the Board of Directors. Volunteer related committee Chairs are to be appointed by the 1<sup>st</sup> Vice President. (See Section 9.1b for examples)  
Fundraising related committee Chairs are to be appointed by the 2<sup>nd</sup> Vice President. (See Section 9.1c for examples)
- 7.6 At all Board of Director Meetings, a majority of the officers shall constitute a quorum for the transaction of business and the act of a majority of officers present at any meeting at which there is a quorum shall be the act of the entire Board of Directors. If a quorum does not exist at any meeting of the Board of Directors, the officers present shall adjourn the meeting without notice other than the announcement at the meeting, until a quorum exists.

## ARTICLE VIII - NOMINATION AND ELECTION OF OFFICERS

### 8.1 Officers and Directors

The elected officers of the Summit Band Boosters shall be President, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Treasurer and Secretary.

These officers, whom make up the Board of Directors, as stated in Article 7.2, will be reported each July to the State of Texas by the Secretary as the current "Board of Directors" of Summit Band Boosters, Inc.

### 8.2 Qualifications for Office

- a. To be considered for an elected office, a candidate shall be an active member of the organization and have indicated a willingness to serve as an officer.
- b. Only one office may be held by immediate family members for any given membership year.
- c. An officer or board member shall resign his/her office upon student's resignation or separation from enrollment in the band program effective no later than the first day of the following semester or the end of the membership year, whichever comes first.

### 8.3 Nominating Committee

The Board of Directors shall request three or five volunteers to serve on a Nominating Committee during the regular Member Meeting held in February . Only active members who have been members of the SBB organization for the preceding six (6) months shall be eligible for membership on the Nominating Committee. No member currently serving on the Board of Directors is eligible to serve on the Nominating Committee. If no volunteers are found, the Board shall appoint a Nominating Committee. The Chairperson for the committee will be elected by its members at its first meeting.

### 8.4 Nominees

The Nominating Committee shall prepare a list of nominees for each elected Board position and present the nominees to the general membership at the regular Member Meeting held in April. It is recommended that the nominee for President be a past officer in order to preserve continuity within the Board.

Additional nominations may be brought from the floor at the time that the Nominating Committee presents its list of nominees. Additional nominations may also be brought forward at the Annual Corporate Meeting held in May.

#### 8.5 Election and Term of Office

Elections shall be held no later than May 15 of each year at a regular or called meeting of the organization.

Election of the Board shall be by secret ballot. The Secretary will tally the results and the results will be verified by the Treasurer.

The term of office shall be for one year, coinciding with the membership year - July 1 through June 30.

No officer shall serve in the same office for more than two (2) consecutive terms.

#### 8.6 Vacancies

In case of a vacancy in any officer position, the position shall temporarily be filled by election of the Board of Directors, and confirmed by a simple majority vote of the general membership at the next regular Member Meeting.

### ARTICLE IX - DUTIES OF OFFICERS

- 9.1 Officers shall attend all Board of Directors Meetings. If an absence is necessary, the officer should contact the President and submit a report prior to the meeting; if applicable.

The current officers will be expected to help transition their duties to the newly elected officers, and shall transfer official records to the newly elected officers. Records should be retained per the Internal Revenue Code for charitable organizations.

Specific duties of officers are listed below.

- a. The President shall preside over all Board of Directors Meetings and all regular Member Meetings of the SBB membership. The President shall establish committees with the advice and consent of the Board of

Directors. The President shall be an ex-officio member of all committees acting as a manager of all officers and committees, making sure all volunteers are working on each committee job at appropriate times for planning and execution. The President shall work collaboratively with the Summit High School band director(s). The President, once authorized by the Board of Directors, may enter into a contract or execute and deliver any instrument in the name of and on behalf of SBB,...

- b. The First Vice-President shall assist the President in all activities of the organization and shall assume the duties and exercise the powers of the President in his/her absence or disability. The First Vice-President shall provide oversight on SBB service, support and student activities. These activities and committees include but are not limited to:
- Volunteer Coordination
  - Chaperone Coordination
  - Scholarship Committee
  - Fix & Repair Crew
  - Band Banquet
  - Band Council and Student Parties
  - Website Management
- c. The Second Vice-President shall provide oversight on booster projects including any activities that are designed to generate funds, as required to meet the budget needs of the organization. These activities include but are not limited to:
- Craft Fest
  - Jazz Dinner Dance
  - Marchathon
  - Spiritwear
  - Sponsorships
  - TNT Fireworks
- d. The Third Vice-President shall act as a Colorguard/Winterguard liaison within the booster group. The liaison should be knowledgeable about current Colorguard activities and should attend the Monthly Meetings to provide input on contest/performance support requirements. In addition, as liaison, the Third Vice-President will coordinate meals and refreshments with the Hospitality Chairman during Winterguard season and coordinate any other activities that require Colorguard participation in fundraising activities.
- e. The Fourth Vice-President shall be in charge of the organization's membership. Duties would include actively recruiting and promoting

membership within the organization. These activities include but are not limited to:

- Directory
- New Parent Mentor
- Family Care
- Meet the Band Night & Social Committee

- f. The Treasurer shall act as custodian of the funds of the organization, maintain financial records, and give financial reports at each monthly Member Meeting, in compliance with the procedures of the SBB, and as requested. The Treasurer will work with the Finance Committee on the development of the annual budget and supply the Finance Committee Chair with monthly “actual” income and expenses for budget updates. The Treasurer will provide full access to all financial books and financial records to both the Finance Committee and the Audit Committee.
- g. The Secretary shall keep an accurate record of the organization’s Member meetings and Board of Directors Meetings, and shall submit the required reports of organization activities, projects and programs. The Secretary shall retain and maintain an accurate membership list. The Secretary shall manage and retain all correspondence and official documents for the organization. The Secretary shall work with the President to create an agenda for each regular Member and Board of Directors Meeting. In addition, the Secretary shall keep minutes of the Annual Corporate meeting held in May and shall submit the change of registered agents of the corporation, as referenced in the Articles of Incorporation, Article II, to the State of Texas.

9.2 An officer elected or appointed may be removed as follows:

- a. The Board of Directors may remove an officer by an affirmative vote of two-thirds, whenever in its judgment the best interests of the SBB would be served thereby. This decision must be confirmed by a majority vote of the general membership present at the next regularly scheduled Member Meeting.

Or

- b. Any active member may introduce as new business at any regularly scheduled Member Meeting the removal of any member of the Board of Directors. The removal shall be accomplished with a two thirds vote of the voting membership present at that meeting.

The membership should make every effort to resolve problems in a manner that is in the best interests of the SBB organization.

#### ARTICLE X - COMMITTEES

- 10.1 The SBB will have three standing committees: The Nominating Committee, the Finance Committee and the Audit Committee. Additional Standing Committees can be established at the recommendation of the Board of Directors as described in Article 7.5.
- 10.2 The purpose and composition of the Nominating Committee is explained in Article VIII of these Bylaws.
- 10.3 The SBB will have a standing Finance Committee to develop the annual budget and oversee the financial functions of the organization. This committee shall be composed of the President, the Second Vice-President and three (3) members-at-large chosen by the newly elected Board of Directors at the May Member Meeting. The Finance committee shall prepare an annual budget for the organization's fiscal year and present it for approval by the membership at the first regularly scheduled Member Meeting held in August. The Finance Committee Chair will work closely with the Treasurer to receive updates to the budget on a monthly basis. The Finance Committee Chair will hold the Treasurer accountable for the accuracy of the organization's financial records.
- 10.4 The SBB will have a standing Audit Committee that shall consist of not less than three (3) members. None of the members may be current or members elect of the Board of Directors. The committee shall be appointed by the newly elected President and approved by the newly elected Board of Directors at the May regular Member Meeting. A final audit report shall be presented for adoption at the first general meeting of the school year in August. This report shall be dated and signed to attest to the fact that the Treasurer's books have been examined and found correct or incorrect.

#### ARTICLE XI - SPECIAL AUTHORIZATIONS AND/OR REQUIREMENTS

- 11.1 Organization officers elected and appointed may serve without bond.
- 11.2 Organization monies shall be deposited or invested as determined by the Board of Directors into checking accounts, savings accounts, certificates of deposit, direct or indirect U.S. government obligations, and other investing mediums approved by vote of the organization at a regular or called meeting.



An operating fund sufficient to support the budgeted and approved normal operating expenditures during the summer months shall be carried forward each membership year.

- 11.3 Contracts - The Board of Directors may authorize any officer or officers, agent or agents of SBB to enter into any contract or execute and deliver any instrument in the name of and on behalf of SBB. Such authority may be general or confined to specific instances.
- 11.4 Protection of Officers – The SBB shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit Act to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act. The SBB shall have the power to indemnify any officer or former officer of the SBB for expenses and costs (including attorney’s fees) actually and necessarily incurred by him, by action in court or otherwise, by reason of his being or having been such officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.
- 11.5 Insurance – The SBB may purchase and maintain insurance on behalf of any person who is or was a member, officer, director or agent of the SBB or who is or was serving at the request of the SBB as an officer or director, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the SBB would have the power to indemnify him or her against that liability. The insurance may be procured, maintained, or established within the corporation or with any insurer deemed appropriate by the Board of Directors. In absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance and the identity of the insurer shall be conclusive and the insurance shall not be voidable and shall not subject the directors approving the insurance, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance.

## ARTICLE XII – AMENDMENTS TO THE BY-LAWS

The bylaws of the Summit Band Boosters may be changed or amended by a two-thirds majority vote of the members present at any regularly scheduled Member Meeting of the organization, provided there has been public notification of intent to change or amend the by-laws, and the proposed changes or amendments were read a minimum of 10 days earlier at a previous Member Meeting of the SBB. All proposals for change must be in compliance with the rules and regulations of the MISD and the UIL.

ARTICLE XIII – DISSOLUTION

Upon dissolution, all the assets of the SBB or its chapter members shall be liquidated and funds held and expended by the MISD in accordance with the purposes of the organization until all such funds have been expended.

If the MISD is not in existence or is unwilling or unable to accept these assets of the Association, upon the dissolution of the Association, 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 federal government, or to a state or local government, for a public purposes. 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 Association 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.

Adopted by \_\_\_\_\_ Date \_\_\_\_\_  
President 2007/2008

\_\_\_\_\_ Date \_\_\_\_\_  
First Vice-President 2007/2008

\_\_\_\_\_ Date \_\_\_\_\_  
Band Director