

BYLAWS OF

Wylie High School Band Boosters

A 501C-3 NONPROFIT CORPORATION (Current as of 2018-2019 School Year)

These Bylaws govern the affairs of the Wylie High School Band Boosters (referred to as WHSBB), a nonprofit corporation (referred to as the “Corporation”), organized under the Texas Business Organization Code.

MISSION STATEMENT

The purpose of the Wylie High School Band Boosters is to directly support the band program at large, including but not limited to: its students, its directors, its community outreach, and any other activities or actions that benefit the band program as a whole.

INTRODUCTION:

WHSBB is a support organization formed by Wylie ISD parents to promote school, parent, student, and community involvement in the band program. WHSBB greatly appreciates the time, effort, and financial support that the booster membership provides on a voluntary basis.

Although this booster club works very closely with the District, it is a separate entity from the District. The appropriate District Administrator must approve the formation of this booster club. In addition, as a tax-exempt organization, it must abide by all Wylie ISD policies and procedures, University Interscholastic League regulations, federal and Texas state laws concerning booster organizations.

LEADERSHIP CHAIN OF COMMAND

The Superintendent of Wylie ISD is solely responsible for the entire educational program including curricular and extracurricular activities. All events, activities, personnel, and organizations (including booster clubs) are under the jurisdiction of the Superintendent. It is important that the WHSBB recognize this authority and work within the framework prescribed by the school administration.

Each school Principal is directly responsible for all fundraising activities carried on in his/her school by school personnel or outside organizations on behalf of the school and booster group. Booster clubs supporting the school should fully cooperate with the principal conducting any activities on behalf of the school under the direction of the Head Band Director.

The Head Band Director is an employee of the District who serves as a direct contact between the booster club and the District. The Head Band Director is responsible for advising the various activities in which the WHSBB will participate with the permission of the Principal. The Head Band Director should not be considered an officer or General Member of the booster club.

The Booster Club is responsible for supporting a band student group, activity, or program. Their support supplements the students activities that range from providing a fan base at school games and events to fundraising for an out-of-state competition. The

collaboration between the Head Band Director and booster club helps to achieve the desired goals. Booster clubs decide the type and amount of assistance they will provide, and can offer suggestions about particular activities. However, the Head Band Director is responsible for the final decision with the Principal's approval.

Communication within the chain of command is a top-down structure beginning with the Superintendent and ending with the Booster Club. Only the Current Booster Club President is to negotiate on behalf of the WHSBB, under the advisement of the Head Band Director, with the Principal or Superintendent. Failure to comply to this structure may result in dismissal from the WHSBB.

GENERAL UIL GUIDELINES

Some music booster clubs assist with expenses for travel to various music-related activities such as UIL contests and performances at away athletic events. Such financial support violates no UIL rules provided that it is approved and coordinated by the local school district.

*Many music groups schedule educational field trips with the approval of the local school administration and under local school district policies. For such trips, specific educational components must be included such as performing for a music festival, an adjudicated contest or a concert tour. Marching performances such as the Macy's Thanksgiving Day Parade, the Rose Bowl Parade or other similar ceremonial appearances also qualify. However, educational components need not be limited to performances. Concert attendance, visiting university/conservatory music facilities and other music related, non-performing opportunities would also be appropriate if approved by the local school district.

*A recreational trip, on the other hand, would not meet the definition of an educational field trip as provided in Section 480 of the UIL Constitution and Contest Rules. Students receiving the benefits of a purely recreational trip would likely be in violation of the Awards Rule.

Lessons and summer music camps, provided the selection of the recipients is not based on success in interscholastic competition, would meet the definition of an educational field trip as provided in Section 480 of the UIL Constitution and Contest Rules. Funds for such activities should be carefully monitored to ensure that they are expended for educational rather than recreational activities.

*The awarding of patches, T-shirts or other items for achievement in interscholastic competition would be subject to the UIL Awards Rule. In order to protect all music students' eligibility, such awards should be approved and administrated by the local school district in accordance with school district policies.

*Be mindful of the fact that there is no Music Amateur Rule. Therefore, limitations established in athletics intended to ensure compliance with the Athletic Amateur Rule do not apply to music programs and related activities.

ARTICLE I OFFICES

Location

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Abilene, TX County of Taylor. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office and registered agent whose office is identical with such registered office, as required by the State of Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II MEMBERS

Class of Members

2.01 The corporation shall have one class of General Members, whether individual or family and each individual or family member shall have one vote. The corporation may also have Associate Members and Business Associate Members as directed by the Board of Directors.

Election of members

2.02 General Membership is for parents and/or guardians of students currently enrolled in the band programs at Wylie High School or Wylie Junior High. A person whose student no longer participates in the Wylie High School Band is no longer a General Member but may participate as a volunteer for the Corporation, at the direction of the Board of Directors or officers. A General Member shall have no authority to act for or bind the Corporation except as expressly provided in writing by the Board of Directors or officers.

Membership List

2.03 The Secretary of the Corporation shall maintain a membership list for purposes of determining the persons entitled to vote annually for the election of Directors and other purposes. The Board of Directors, for accuracy and completeness, may review the membership list periodically.

Voting Rights

2.04 Each General Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Associate Members and Business Associate Members shall have no voting privileges on business matters before the corporation, however they shall be afforded all other rights and privileges of membership in the corporation.

Termination of membership

2.05 Membership of the parent or guardian is automatically terminated upon the end of each school calendar year or withdrawal from the band program.

Resignation

2.06 Any member may resign by filing a written resignation with the Secretary.

Reinstatement

2.07 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

2.08 Membership in this corporation is not transferable or assignable.

Dues

2.09 Annual membership dues will be for the school year commencing in August and ending in July of the following year. A member is considered to be in good standing upon payment of annual membership dues. Annual family membership dues for the corporation are to be set by the Board of Directors and submitted for approval by the membership at the April meeting. For a minimum of \$30 per school year, alumni and friends of the Wylie High School Band may receive an Associate Membership. For a minimum of \$201 per school year, firms and corporations are encouraged to support the club activities through a Business Associate Membership. Each membership, family, associate or business will include the chosen promotional item for that school year, for example: promotional signage, yard sign or bumper sticker.

ARTICLE III MEETINGS OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held during the month of April in each year, beginning with the year 2017, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meetings

3.02 Special meetings may be called by the president, the Board of Directors or not less than one-tenth of their members having voting rights.

Place of Meeting

3.03 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Notice of Meeting

3.04 Written, printed, or verbal notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or email to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at

the direction of the President, or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/hers address as it appears on the records of the Corporation, with postage thereon prepaid.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06 The members present shall constitute a quorum for the transaction of business in any regular meeting.

Proxies

3.07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/hers duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless provided in the proxy.

Voting by Mail

3.08 Where directors or officers are to be elected by members or any class or classes of members such election may be conducted by mail in such manner as the Board of Directors shall determine.

Budget

3.09 An operating budget identifying fundraising projects and purposes for which the funds are being raised will be prepared by the Board of Directors and presented to the membership for approval in September of each year.

ARTICLE IV BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications

4.02 The number of Directors shall be not less than nine (9) and may be any number greater as deemed necessary to conduct the business of the Corporation by the current Board of Directors. Each Director shall hold office until the next annual meeting of members and until his/hers successor shall have been elected and qualified. Terms of office are from May through the following April. All Directors must be members in good standing of corporation at time of nomination and shall maintain said membership in good standing throughout his/hers tenure.

Regular Meetings

4.03 The Board of Directors may provide by resolution the time and place, either within

or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.05 Notice of any special meeting of the Board of Directors shall be given at least one day previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation, by telephone to the number of record or in person by the Secretary or other Board member, or digital message via email or cellular phone at the address or number of record. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or concerned. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required.

Quorum

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority, the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

Vacancies

4.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.09 Directors as such shall not receive any stated salaries for their services.

4.10 Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE V OFFICERS

Elected Officers

5.01 The elected officers (President, Vice President(s), Secretary, Treasurer, Assistant Treasurer) shall not be a school district employee working in administration.

Maximum Tenure

5.02 The maximum tenure for officers including President, Vice President (s), Treasurer, Assistant Treasurer and Secretary shall be two (2) years. Elected Board members may serve in a different office at the conclusion of current office term.

Removal

5.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

5.04 Attendance of at least 80% is required by all standing board members to regular meetings, special meetings, or other activities needing board attendance and support.

Vacancies

5.05 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Officer Descriptions:

President

5.06 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall create and distribute an agenda before each scheduled meeting. The President may sign, with the Secretary and any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.07 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.08 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be

responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws and in general perform all the duties incident to the office of Treasurer, including the disbursement of funds, and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer needs to have a general sense of business management or a financial background.

Secretary

5.09 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these bylaws: keep a register of the post-office address of each member as furnished; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Junior High Parent Liaison

5.10 The Junior High Parent Liaison shall be in contact with Junior High director(s) and be knowledgeable of any needs or assistance needed by the WHSBB. This individual must have a currently enrolled band student in grades 7 or 8. The Junior High Parent Liaison in general shall perform such duties as shall be assigned to them by the President or other acting members of the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.11 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors.

ARTICLE VI COMMITTEES

Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors and up to three non-board parent or community booster members. Such committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of an such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan for the

distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Term of Office

6.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease as a member thereof.

Chairman

6.04 The person or persons authorized to appoint the members thereof shall appoint one member of each committee chairman.

Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules, Policies, and Procedures

6.07 Each committee may adopt rules, policies, and procedures for its own government consistent with these bylaws or with rules adopted by the Board of Directors.

Committees Suggested:

6.08 The following are committees suggested for the development and continued success of the WHSBB.

Finance: Members to include current board president, treasurer and/or co-treasurers, up to 2 additional board members and up to three non-executive board booster members. Such committee is responsible for planning the budget for the corporation by the first day of the new fiscal year, self-auditing the bookkeeping as

needed as received from the accountant, and any other responsibilities assigned to it by the Board of Directors.

Hospitality: Members to include at least 2 current board members and up to 3 additional non-executive board booster members. General responsibilities include providing refreshments, entertainment, parties, or banquets for the benefit of the entire band program. This committee is to be responsible for receiving a budget before planning any and all such activities and events.

Fundraising: Members to include at least 2 current board members and up to 3 additional non-executive board booster members. General responsibilities include organizing, supporting, and strategic planning of all fundraising events including but not limited to marching festivals, sponsor plaque sales, booster spirit gear sales, sponsor recruitment and sustainment, and any other special events or activities mandated by the general Board of Directors.

Nominating: Members to include at least 2 current board members and up to 3 additional non-executive board booster members. General responsibilities include being in contact with the Secretary to know current membership status and assisting the board in nominating candidates for the Board of Directors at each annual meeting in April.

Governance: Members to include the current board president, an additional board member, and up to 3 non-executive board booster members. General responsibilities include the governance of parliamentary procedure in meetings, being knowledgeable of current bylaws for the corporation and amending or editing bylaws as needed when instructed to by Board of Directors.

Concessions: Members to include the current Concession manager, 2 board members, and up to 3 consistent concession volunteers. General responsibilities include assisting the concession manager with equipment maintenance and purchasing, custodial needs, acquiring parent and student volunteers, and offering any other assistance needed directed by the concession manager or Board of Directors. Absolutely NO members of this committee shall be responsible for transporting or counting any cash sales from concessions.

Scholarship: Members to include up to 5 parents, teachers, or community members chosen by the Band Director. Parents selected may not have a current senior student that may be eligible for scholarship. General responsibilities would be working with the budgeted amount given by treasurers for scholarships and receiving and reviewing candidates for said scholarships, and distributing funds after awards are given.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 The Board of Directors may authorize any officer or officers, agent of agents of the corporation; in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All

contracts with any and all independent contractors need to be on file in the office of the corporation.

Checks and Drafts

7.02 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or these Bylaws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer. All reimbursement checks to individuals exceeding \$500 require 2 signatures from either both treasurers or one treasurer and current sitting board president. All checks to commercial businesses exceeding \$5,000 require 2 signatures from either both treasurers or one treasurer and current sitting board president.

Deposits

7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest for the general purposes or for any special purpose of the corporation.

Conflict of Interest

7.05 Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VIII CERTIFICATE OF MEMBERSHIP

8.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be signed by the President or a Vice President, Secretary or an Assistant. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any

certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

ARTICLE IX BOOKS AND RECORDS

9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and a record giving the names and addresses of the members entitled to vote and provide same for inspection on five days' written notice at the registered or principal office.

9.02 An annual audit of the organization's financial records will be conducted prior to the end of each fiscal year by an audit committee comprised of 3 appointed members who do not have authority to sign checks after receiving statements from accountant.

ARTICLE X FISCAL YEAR

10.01 The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

ARTICLE XI WAIVER OF NOTICE

12.01 Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS TO THESE BYLAWS

13.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

REFERENCE LIST

Texas Secretary of State

www.sos.state.tx.us

512-463-5555

Texas Secretary of State-Nonprofit Organizations

http://www.sos.state.tx.us/corp/nonprofit_org.shtml

512-463-5555

Internal Revenue Service (IRS)

www.irs.gov

1-800-829-1040

IRS Exempt Organizations

<http://www.irs.gov/charities/index.html>

1-877-829-5500

Texas Comptrollers Office-Taxability Issues

<http://www.window.state.tx.us/>

1-800-252-5555

Texas Comptrollers Office-Exempt Organizations

<http://www.window.state.tx.us/taxinfo/exempt/>

1-800-531-5441, ext. 34142

University Interscholastic League (UIL)

<http://www.uil texas.org/>

512-471-5883

UIL Booster Club Guidelines

<http://www.uil texas.org/policy/booster-club-guidelines>

512-471-5883