

BYLAWS OF BRAZOSWOOD BAND BOOSTER CLUB

A NON-PROFIT CORPORATION

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Article I. NAME AND REGISTERED AGENT

Section 1.01 The name of the organization is BRAZOSWOOD BAND BOOSTER CLUB (the "Organization"), which has been organized under the Texas Non-Profit Corporation Act. The Articles of Incorporation of the Organization were filed with the Secretary of State of Texas on April 24, 1995.

Section 1.02 The Organization shall maintain a registered office and registered agent as required by the Texas Non-Profit Corporation Act (the "Act"). The address of the registered office and the registered agent of the Organization may be changed from time to time by the Board of Directors, in its discretion. The name of the initial registered agent of the Organization is Jim Koch, and the initial registered office of the organization is located at 302 Brazoswood Drive, Clute, Texas 77531.

Article II. PURPOSE

Section 2.01 The purpose of the Organization is to promote the interests of the Brazoswood High School Buccaneer Band including color guard, drum line and jazz bands (the "Band"), to engage in charitable, civic, educational and social activities, and to engage in any lawful purpose or purposes for which a non-profit corporation may be organized under the laws of Texas.

Article III. STANDING RULES

Section 3.01 The members of the Organization shall adopt Standing Rules which will govern some organizational matters concerning the Organization. Matters not dealt with in these Bylaws may be covered by the Standing Rules. The Standing Rules may be adopted and amended from time to time by the members at any meeting of members.¹

Article IV. MEMBERSHIP

Section 4.01 **Membership.** The Organization shall have two classes of members – regular members and associate members. Membership in the Organization is open to any individual satisfying the criteria of either class of membership. Regular members are voting members and may serve as officers on the Board of Directors, and shall be band directors, parents and/or legal guardians with a student active in band. Associate members are those individuals who are interested in promoting the purposes and functions of the Organization but who are not eligible to vote or serve on the Board of Directors. All members will comply with these Bylaws and any rules and regulations of the Organization which may be adopted from time to time. Members are not personally liable for the debts, liabilities, or obligations of the organization.

Section 4.02 **Annual Meeting.** The annual meeting of the members shall be held at the time and place stated in the Standing Rules, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

Section 4.03 **Regular Meetings.** Regular meetings of the members shall also be held on the second Tuesday of each month from August through May each year or at such other times as may be determined by the Board of Directors.

¹ Appendix 1

- Section 4.04 **Special Meetings.** Special meetings of the members, for any purpose or purposes, may be called by the President, the First Vice-President or by the Board of Directors, and shall be called by the President at the request of regular members – the number of which shall be greater than one-tenth (1/10) of the number of active band students.
- Section 4.05 **Time and Place of Meetings.** Meetings shall be held at the time(s) and place set forth in the Standing Rules.
- Section 4.06 **Notice of Meetings.** In the case of a special meeting, written, printed or verbal notice stating the place, day and hour of the meeting, and the purpose for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally, by mail or e-mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Provided, however, that no notice of any annual or regular meeting is required unless such meeting is held at a different time or place than provided above. Attendance by a member at a meeting of members shall constitute a waiver of notice of such meeting of which he or she has had no notice.
- Section 4.07 **Quorum.** Fifteen regular members, including at least five directors of the Organization, represented in person shall constitute a quorum at a meeting of members. If less than fifteen regular members, including at least five directors, are present at a meeting, a majority of the persons present may recess the meeting without further notice. At such recessed meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough regular members to leave less than a quorum.
- Section 4.08 **Voting of Regular Members.** Each regular member of the Organization present at a meeting shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. Matters which are submitted to a vote shall be determined by simple majority of the regular members present.

Article VI. OFFICERS

- Section 5.01 Officers.** The officers of the Organization will be the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Directors of Bands, and the chairpersons of the Standing Committees: **the Capital Improvements/Set Design (Props) Chairperson,** the **PR/Merchandise** Committee, and the **Food/Beverage** Committee. No person may hold more than one office. Each officer shall be a director of the Organization. **These defined officers are the only voting members of the Board.**
- Section 5.02 **Election of Officers** The President will appoint a Chairperson of the **Election** Committee in January. The committee will consist of at least three (3) regular members. Regular members seeking office shall not serve on the committee. At the February meeting the committee will present a list of all duties for each office. Nominations will be accepted from the floor at the February meeting. The committee will prepare ballots with all qualified candidates running for each office and present ballots for voting at the annual meeting in April. The committee will hold the election at the annual meeting, counting votes and presenting the results at same meeting.

- Section 5.03 **Election and Term of Office.** The officers of the Organization shall be elected annually by the regular members of the Organization at the annual meeting of the members in April of each year. Each officer shall hold office until the final board meeting of the fiscal year, or until his or her death, his or her resignation, or until he or she has been removed as provided herein. All offices are open for election/re-election annually. The candidate with the most votes is elected. No person shall hold the same office for more than four (4) single consecutive years
- Section 5.04 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- Section 5.05 **President.** The President shall be the Chief Executive Officer and Chief Operating Officer of the Organization, subject to the control of the Board of Directors, and shall preside at all meetings of the Board of Directors **excluding the Election Committee. The President will meet with each Non-Standing group and bring recommendations for Chairperson for each to the Board for approval.**
- Section 5.06 **First Vice President.** The First Vice President shall perform such duties as from time to time may be assigned by the President or the Board of Directors. The First Vice President shall, in the absence of the President or when required by the President, preside at meetings of the members and of the Board of Directors.
- Section 5.07 **Second Vice President.** The Second Vice President shall perform such duties as from time to time may be assigned by the President or the Board of Directors, and shall be the Chairperson of the Ways and Means Committee.
- Section 5.08 **Secretary.** The Secretary shall:
- (a) keep the minutes of the meetings of members and of the Board of Directors in one or more books provided for that purpose; submit minutes to all board members within two days of meetings for approval and submit general meeting minutes to webmaster within 1 week of meetings for posting.
 - (b) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;
 - (c) be custodian of the corporate records;
 - (d) keep a register of the address of each member; and
 - (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 5.09 **Treasurer.** The Treasurer shall:
- (a) have charge and custody of and be responsible for all funds and securities of the Organization from any source whatever, receive and give receipts for monies due and payable to the Organization from any source whatever, and deposit all such monies in the name of the Organization in such banks, trust companies or other depositories as shall be selected by the Board of Directors;

- (b) prepare such reports of the Organization's finances as may be required from time to time by the Board of Directors, Brazoswood Independent School District or the administration of Brazoswood High School;
- (c) prepare quarterly and annual federal tax returns
- (d) assist the Audit Committee; and
- (e) in general, perform other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.10 **Directors of Bands.** The Directors of Bands shall be the persons currently serving in such capacity for the Band.

Article VI. BOARD OF DIRECTORS

Section 6.01 **General Power.** The operations and affairs of the Organization shall be managed by its Board of Directors, except to the extent the power to do so is reserved to the members or the extent the Board of Directors shall delegate the power to so manage to any committee, as provided herein.

Section 6.02 **Number, Tenure and Qualifications.** The number of directors composing the Board of Directors shall be **the officers of the organization as described in section 5.01.** Each director shall hold office until the next annual meeting of members, unless earlier removed in accordance with the Articles of Incorporation, Bylaws or law, and until his or her successor shall have been elected and qualified. A director must be a regular member of the Organization.

Section 6.03 **Meetings.** Meetings of the Board of Directors shall be held as provided in the Standing Rules.

Section 6.04 **Quorum.** A majority of the number of directors fixed in accordance with Section 6.02 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may recess or adjourn the meeting from time to time without further notice.

Section 6.05 **Manner of Acting.**

- (a) Action at a Meeting. Except as provided in Paragraph (b) of this Section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.
- (b) Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any other committee may be taken without a meeting, if consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors or the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 6.06 **Vacancies.** Any vacancy occurring in the Board of Directors and any of the Organization's offices may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director and officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A vacancy shall be deemed to exist by reason of death, resignation, failure or refusal to act by the person elected, or

upon the failure of members to elect directors to fill the unexpired term of the directors removed in accordance with the provisions of Section 6.07.

Section 6.07 **Removal.** At any meeting of regular members called expressly for the purpose of removal, any officer of the Board of Directors may be removed, with cause, by a vote of simple majority of the members present. A new officer may be elected at the same meeting for the unexpired term of the officer so removed. Failure to elect an officer to fill the unexpired term shall create a vacancy in the office and the Board of Directors.

Section 6.08 **Non-Standing Committees.** Non-Standing committees may include a Percussion Liaison, Uniform Chairperson, the Color Guard Chairperson, and a Hospitality Chairperson. Committee Chairpersons are allowed and encouraged to attend the monthly Board meetings to share two-way information. The President shall appoint a chairperson to the **Election** Committee and the Audit Committee. Each committee shall have a chairperson and such other members as may be designated and appointed by the Board of Directors. Chairperson and members of committees may or may not be directors of the Organization. Vacancies in any committee may be filled by the Board of Directors. The **Election** Committee shall follow established guidelines.² The Board of Directors may also establish any other committee, ad hoc or standing, from time to time, in its discretion.

Article VII. FUNDS

Section 7.01 **Money.** All monies received by the organization shall be held in a checking account in a local bank.

Section 7.02 **Budget.** The annual budget shall be prepared by the Board of Directors and approved by simple majority of regular members.

Section 7.03 **Checks.** Checks drawn on the Organization's bank account may be signed by any two of the Following officers: the President, the First Vice President, and the Treasurer. Funds will be disbursed relevant to the approved budget, or simple majority vote of the Board of Directors and regular members.

Section 7.04 **Audit.** The Audit Committee shall verify the accuracy of the books of account and ensure that all committed expenditures are accrued in the current fiscal year. Auditing of the books shall be completed by July 1 of each year.

Article VIII. PROCEDURES

Section 8.01 Meetings of the members and of the Board of Directors shall be conducted in accordance with the procedures as contained in Robert's Rules of Order, to the extent applicable.

Article IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.01 **Indemnification.** The Organization, by action of its Board of Directors, may indemnify any director and officer of the Organization, his or her heirs, executors, administrators and legal representatives, against any expenses actually and necessarily incurred by him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer, whether or not he or she continues to be a director or officer at the time of incurring such expenses,

² Appendix 2

such expenses to include the cost of reasonable settlements, except that no sums shall be paid in connection with any such settlement unless the Organization is advised by independent counsel that the officer or director so indemnified was not guilty of negligence or misconduct in the performance of his or her duty as a director or officer. The Organization shall not, however, indemnify any such director or officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to be guilty of negligence or misconduct in the performance of his or her duties as a director or officer. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such director or officer may be entitled as a matter of law, by agreement, vote of members or otherwise.

Section 9.02 **Insurance.** The Organization may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

Article X. **AMENDMENTS**

Section 10.01 These Bylaws shall be adopted by the members of the Organization, and the power to alter, amend or repeal the Bylaws or to adopt new Bylaws is vested in the regular members. These Bylaws may be amended by a simple majority vote provided that regular members shall have been notified of the proposed amendment at the previous monthly meeting.

MISCELLANEOUS

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the other provisions hereof, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

The captions used in these Bylaws are for convenience only and shall not be construed in interpreting these Bylaws.

Whenever the context so requires in these Bylaws, the masculine shall include the feminine and the neuter and the singular shall include the plural, and vice versa.

Whenever any notice is required to be given under these Bylaws, such notice shall be given by US mail or electronic mail to the address listed for such addresses in the records of the Organization.

APPENDIX 1

BRAZOSWOOD BAND BOOSTER CLUB STANDING RULES

1. Regular and Annual meetings of the membership shall begin at 7:30 p.m. in the Band Hall of Brazoswood High School.
3. The Board of Directors shall establish Board meetings, dates, times and locations as needed.
4. The President shall be invited to all committee meetings *with the exception of the Election Committee.*
5. Each committee shall formulate policies and procedures for that specific committee.
6. All Officers and Committee Chairmen shall provide a written annual report in triplicate, one each to the President, the Secretary and the officer notebook. Written reports shall be due at the close of a project or by the April meeting.
7. The fiscal year shall be June 1 through May 31. The books of account shall be audited annually by May 31.
8. An Operating Expense Budget shall be presented for approval at the *September* general meeting. *If a new budget is not adopted then the current budget shall be used until a new budget is approved.*
9. A written contract shall be required for financial obligations in an amount greater than \$2,000.
10. The Board, with a $\frac{3}{4}$ majority vote, may make decisions concerning expenditures of Club funds in case of an emergency involving the band.
11. *All fundraising activities associated with the Brazoswood Buccaneer Band or any group affiliated with the Brazoswood Buccaneer Band must be reviewed and approved by the Board prior to start of any fundraising activity.*

APPENDIX 2

ELECTION COMMITTEE

Prior to January of each year, the President will appoint a chairperson of the committee. The chairperson shall:

1. Seek volunteers both at and outside of the January booster club meeting to serve on the committee.
2. Establish a committee of at least three (3) members.
3. Communicate with the regular members (via e-mail, newsletter) prior to the February meeting asking for candidates who wish to run for office.
4. Post and describe each officer's duties at the February meeting and ask for any candidates who wish to run for office.
5. Receive a written letter of qualifications/self nomination from each candidate.
6. Post a deadline for nominations – March meeting.
7. Discuss and decide what position each candidate is qualified for – communicate with nominees.
8. **Identify** all candidates – both those who volunteer and those nominated at the February **and March** meetings.
9. Pay particular attention to candidates running for treasurer, noting that Federal IRS documents and tax returns must be filed and proper bookkeeping procedures followed using an appropriate software program.
10. Prepare ballots with candidates for each office.
11. Present the ballot of candidates at the March meeting – asking for any additional candidates/nominations from the floor – who wish to run for office. (This meeting is the deadline.)
12. Run the election at the annual meeting in April.

Count the votes and present, at the end of the annual meeting, the list of new officers.