

BYLAWS

OF THE

Robinson High School Band Boosters

(Approved on 5-25-22 – General Meeting)

Article I Name and Purpose

Section 1.01. Name. The name of this organization shall be Robinson High School Band Boosters (aka RHS Band Boosters).

Section 1.02. Purpose. To promote the band programs of Robinson High School through cooperation among music students, band faculty, the school administration, parents, guardians, and the community. To provide financial and logistical assistance in an effort to meet band program needs not funded by the school or school district. To support the band programs as a whole and not for the direct personal enrichment of any single member of the Organization, regardless of membership status. To encourage, promote, and advance the goals of the Organization by improving and sustaining the esprit de corps; spirit, fellowship, and knowledge among its members and the surrounding community in a cooperative and ardent manner. This Organization will be operated as a non-profit Organization for the benefit of the Robinson High School Band.

Article II Membership

Section 2.01. Qualification. All parents, guardians, or other persons with a child enrolled and participating in the Robinson High School Band Music Program shall be considered voting members of the organization. The Principal, Assistant Principals, and members of the licensed teaching staff shall be non-voting, advisory members of the organization.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on the committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided five (5) or more members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership in April/May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the

organization as is determined by the Executive Board or at the request a member in writing to the Executive Board and Executive Board approval.

Article III Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare, and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Meetings. The Executive Board shall meet at least two times a year to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Executive Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Board or of the committee as the case may be.

Section 3.06. Participation in Meeting by Video or Audio Conference Call. Members of the Executive Board may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents, a Secretary, a Treasurer, and such additional officer(s) as may be elected or appointed by the Executive Board from time to time. All Officers shall attend a majority of the meetings of the Executive Board and General Meetings, perform the duties outlined in the by-laws and those as assigned throughout their term of office.

Section 4.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in April of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be

eligible for nomination, either by the committee or from the floor. Officers shall be elected at the May meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election.

Section 4.03. Term. Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section 4.05. Removal. Any member of the Executive Board may be removed from office with cause by a majority of all votes of the members.

Article V Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President(s). The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws, and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.

- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.

Section 5.05. Starlets (Band Cologuard) Treasurer. The Starlets Treasurer shall be a member of the Executive Board and report directly to the Treasurer. The Starlet Treasurer is the authorized custodian to have oversight of Starlet funds in accordance with the organization's financial policies. The Starlet Treasurer will organize, document, and record all financial Starlet activities. The Starlets Treasurer will be diligent and conscientious in ensuring all group funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws, and budget. The Starlet financial records belong to the organization and must be available to the other officers and members upon request.

The Starlet Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

Section 5.06 Special Committee Chairpersons/Coordinators. Special committees may be created as needed by the Executive Committee. All projects and proposals must be communicated with the Board President for discussion prior to implementation. Committee Chairperson/Coordinators serve the Executive Committee and are to be held to the same standards as elected Executive Committee Members. The Executive Committee reserves the right to remove/replace any Chairperson/ Coordinator who is not upholding the standards of his/her position.

Section 5.07 Officers, Committees and Chairpersons Procedure Manuals. All officer, committee and chairpersons will be required to keep a Procedures Manual which clearly details their activities, procedures, problems, solutions, and suggestion for the next year. Each manual will be given to the President at the April/May meeting to be turned over to the next successor when appointed.

Article VI Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except those payments of \$1,000 or more must be approved by at least two (2) Officers.

Section 6.05. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the Organization shall maintain separation of financial controls so that, minimally:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- A committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.06. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board. Financial records must be kept for up to 5 years.

ARTICLE VII Conflicts of Interest

Section 7.01. Existence of Conflict, Disclosure. Directors, Officers, employees, and contractors of the Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting.

However, the person may be permitted to provide the Executive Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed, and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict-of-interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving

the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII Indemnification

Every member of the Executive Board, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Executive Board, Officer, or employee of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Executive Board, Officer or employee is entitled.

ARTICLE IX Amendments

These Bylaws may be amended at any regular or special meetings of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.