

North Greene High School Band Boosters Inc. Bylaws

Version 1.0, Approval Date / /

Dale Trombley 12-14-2013

North Greene High School Band Boosters Inc. Bylaws

Article I – Name, Location, Purpose

Section I – Name: The name of this organization shall be North Greene High School Band Boosters Incorporated. (“NGHSBB”)

Section II – Address: The official address shall be 4675 Old Baileyton Road, Baileyton TN 37745

Section III – Purpose: The purpose of this organization shall be to develop the character and talents of all band members. This organization shall:

- Support the progress and development of the band
- Provide financial support
- Support the program through volunteer services

Section IV – Legal: This organization is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the organization or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No part of the net earnings of the organization shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or organization having a personal or private interest in the organization. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

No substantial amount of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article II – Membership and Dues

Section I – Qualification: Any parent or guardian of a band student at North Greene High School is eligible for membership in this organization. Membership will automatically terminate when a student no longer participates in band. The membership year shall be June 1 to May 31.

Section II – Band Director: The Band Director shall be an active member of this organization and shall have all rights and privileges with voice and vote in the affairs and/or management of the organization but shall *never* be required to pay dues..

Section III – Dues: There will *not* be any required membership fees or dues required for participation, voice, or vote in this organization.

Section IV – Rights and Responsibilities: The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on 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 V – Quorum: The members present and the Executive Board at any membership meeting of the organization shall constitute a quorum for the transaction of business.

Section VI – Meetings: There shall be at least one general annual meeting of the membership in May at which the officers are elected.

Article III – Executive Board

Section I – Membership: The Executive Board shall consist of the elected officers of the organization and the current Band Director. The officers of this organization shall consist of President, Vice President, Secretary, and Treasurer.

Section II – 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 III – Meetings: The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

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

Section V – Voting by Phone : The Executive Board may convene an impromptu meeting by means of telephone to vote on matters which may be considered urgent or pressed for time. Such matters must be voted on by no less than three (3) Executive Board members and must approve unanimously for the matter to be considered approved. The matter must then be disclosed at the next meeting.

Section VI – 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.

Section VII – Eligibility:

- Term is for one year with possible reelection if desired
- No person shall simultaneously hold more than one position on the Executive Board
- An officer having served more than one half (½) of a term shall be credited with having served the complete term.
- For continuity, the incoming president should, *if at all possible*, be a member of the previous year's executive board.

Section VIII – The Executive Board shall:

- Have the authority to transact the business of the organization.
- Present any expenditure in any amount over \$1500 to the members of the organization at a regular or called meeting for approval.
- Approve plans of work of all standing committees.
- Report at regular meetings of the organization.
- Appoint special committees.
- Act in emergencies between meetings of the organization.
- Approve a proposed budget to be presented to the membership at the Annual Meeting.

Article IV – Officers and Their Elections

Section I – Officers: The officers of this organization shall include one President, one Vice President, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time as deemed necessary.

Section II – 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. Only those who have consented to serve shall be eligible for nomination by the committee.

- Officers shall be elected at the May Annual 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.
- The officers shall be elected annually and shall be members in good standing in the organization.
- All Nominees shall be approved by the Band Director before being presented at the May meeting.
- Election of officers shall be by ballot or a show of hands and a quorum must be present and voting.
- The President shall appoint two (2) individuals who shall be responsible for tabulating and verifying the ballot results.

Section III – Term: Officers shall serve a one-year term with the option of re-election if he/she so desires.

Section IV – 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. The presiding officer of the Executive Board shall call a meeting of the Executive Board and elect a member of the organization to fill the vacancy for the remainder of the term. This meeting of the Executive Board shall be held no more than ten (10) days after the vacancy occurs.

Section V – Removal of Officers: Any officer may be removed from office for consistently failing to perform those duties required. Removal shall be upon the recommendation of a two-thirds (2/3) vote of the organization members present and voting. Voting shall be by ballot.

Article V – Duties of Officers

Section I – 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 II – Vice-President: 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 assist the President in matters pertaining to the administration and direction of the organization and shall perform such other duties as are assigned by the President or the Executive Board.

Section III – Secretary: The Secretary shall be a member of the Executive Board and 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, and 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 IV – Treasurer: The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Membership Meeting of the membership and at other times as requested by the Executive Board. This monthly financial report does not need to be voted on and/or approved.

The Treasurer Shall:

- Have custody of all funds of the organization.
- Deposit all funds in a timely manner.

- Disburse the funds of the organization only in accordance with the approved budget or approved amendments of said budget or as needed and approved by the Executive Board.
- Confirm that each account has signatures of at least two (2) elected officers, including the Treasurer and the President.
- File proper records with school, state and federal in accordance with these Bylaws including but not limited to filing annual state sales tax reports and annual non-profit return with the IRS.
- Provide vendors with tax exempt forms.
- Mentor the assistant treasurer (if applicable) in all financial matters with the intent to prepare the assistant for the treasurer position.

Article VI – Finances

Section I – 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 II – 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 III – Loans: No loans shall be made by the organization to its officers or members.

Section IV – 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 that checks of \$1000 or more must have the signature of at least two officers, such as the Treasurer and the President and/or the third Executive Board member whose signature is on record with the bank. After 11-15-2013, any checks ordered must include this requirement above the signature line as follows, “Two signatures required for checks in the amount of \$1000 or more”.

Section V – Banking: The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section VI – Financial Controls: The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain a 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.
- Checks exceeding \$1000 must be endorsed by at least two officers authorized by resolution of the Executive Board. After 11-15-2013 any checks ordered must included above the signature line a notice to this requirement.
- A committee of at least two (2) persons, other than the treasurer, shall annually audit all corporate finances, or hire and supervise and outside account or auditing firm to conduct a review of corporate financial records.

Section VII – Financial Report: The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization’s financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization’s finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section VIII – Fiscal Year: The fiscal year of the organization shall be from June 1 to May 31 but may be changed by resolution of the Executive Board.

Section IX – Record Retention: All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

Record	How to Store	Period of Time
Year end Treasurer's financial report/statement	Store in corporate record book	Permanent
Treasurer's reports, periodic	Compile and file records on yearly basis	Three (3) Years. Store with financial records. Destroy after three years
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investments and related documents.	Compile and File records on a yearly basis.	Seven (7) Years. Store with financial records. Destroy after seven years.

Article VII – Meetings

Section I – Intervals: At least six (6) regular meetings of the organization shall be held during the year. The Executive Board shall set dates and times. A twenty four (24) hour notice shall be given of a change of date.

Section II – Special Meetings: The President and/or the Executive Board may call special meetings of the organization with written request to the secretary stating the purpose of the meeting. Email is an allowed form of the written request provided the secretary prints said email and records it properly. Five (5) days notice of the special meeting shall be given to each member of the organization stating the business to be considered and no other business than that specified in the request may be transacted.

Section III – Annual Meeting: The Annual Meeting shall be held in May of each year.

Section IV – Quorum: A quorum at organization meetings shall consist of the band director, at least three (3) officers, and those members that are present. A quorum of the Executive Board shall consist of the band director and three (3) officers present and voting.

Article VIII – Band Director

Section I – Spokesperson: The Band Director shall be the official spokesperson for the organization

Article IX – Committees

Section I – Eligibility for Chairpersons: Any member in good standing with the organization may volunteer or be asked to serve as a committee chairperson. The Executive Board must approve of the appointment.

Section II – Committees: The Executive Board may create such standing committees as it may deem necessary, to promote and carry out the work of the organization.

Section III – Plans of Work: The chairperson of each standing committee shall present a plan of work to the Executive Board for approval.

Section IV – Record Keeping: The chairperson of each standing committee shall maintain a procedure book which shall be given to his/her successor at the end of his/her term.

Section V – List of Committees: There shall be seven (7) standing committees

- Concessions
- Equipment and Transportation
- Fund Raising and Grant Writing
- Public Relations and Communication
- Uniform
- Alumni Association
- Financial
- Chaperone

Other committees may be created as needed by the Executive Board.

Article X – Duties of Committee Chairpersons

Section I – Concessions: The Concessions Chairperson shall be responsible for:

- Operating the stadium concession stand at all band functions.
- Maintaining an accurate inventory of equipment and perishable items.
- Performing such other duties as directed by the President and/or Band Director.
- Keeping a cash reconciliation sheet that shall be signed by the Concessions Chairperson as well as confirmed and signed by one (1) non related board member and provided to the treasurer.

Section II – Equipment and Transportation: The Equipment and Transportation Chairperson shall be responsible for:

- Working with the Band Director to ensure proper transportation of equipment to all band functions.
- Supervising and assisting pre-game and half-time show set-up.
- Performing such other duties as directed by the President and/or Band Director.

Section III – Fund Raising and Grant Writing: The Fund Raising and Grant Writing Chairperson shall be responsible for:

- Exploring possible avenues of potential income for the organization.
- Seeing that all fund raising activities are supervised.
- Selecting and applying for appropriate grants.
- Performing such other duties as directed by the President and/or Band Director.

Section IV – Public Relations and Communication: The Public Relations and Communication Chairperson shall be responsible for:

- Notifying media of band events and/or awards.
- Coordinating photography of band students at all events.
- Contacting members of the organization as directed by the President and/or Band Director.
- Keeping an updated record of contact information including emails, phone numbers, addresses, etc.
- Keeping up with regular updates of electronic and social media (Facebook, Google+, our website, newsletters, etc.)
- Performing such other duties as directed by the President and/or Band Director.

Section V – Uniform: The Uniform Chairperson shall be responsible for:

- Fitting and maintaining uniforms.
- Issuing and receiving uniforms.
- Proper cleaning, storing, and inventorying of uniforms.
- Performing such other duties as directed by the President and/or Band Director.

Section VI – Alumni Association: The Alumni Association Chairperson shall be responsible for:

- Putting together and maintaining a data base of all band alumni.
- Invite all band alumni to special band events
- Performing such other duties as directed by the President and/or Band Director.

Section VII – Financial: The Financial Chairperson shall be responsible for:

- Auditing the books no less than once a year but at the discretion of the Executive Board.
- The Chairperson will put together the committee.
- If needed, a finance committee member will step into the position of treasurer.
- Performing such other duties as directed by the President and/or Band Director.

Section VIII – Chaperone: The Chaperone Chairperson shall be responsible for:

- Ensuring the proper amount of parents are traveling with the band as determined by the band director.
- Must ensure first aid kits and medical forms are always with the band when traveling.

Article XI – Conflicts of Interest

Section I – Existence of Conflict, Disclosure: Directors, officers, employees, members and contractors of this 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, 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 II – Non-participation 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 III – 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 IV – Annual Review: A copy of this conflict of interest statement shall be kept on file. This policy shall be reviewed annually for information and guidance of the organization and new members and officers shall be advised of the policy upon undertaking the duties of their offices.

Article XII – Indemnification

Every member of the Executive Board, officer, membership, 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 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 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 Board, officer or employee is entitled.

Article XIII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these laws.

Article XIV – Amendments

Any amendments to these bylaws must be presented to the executive board for approval. Once approved, these bylaws may then be amended by a two-thirds (2/3) vote of the membership present at any regular or special meeting, provided that written notice of the proposed bylaw amendment has been given to the membership at least ten (10) days prior to the date of such meeting.