

HIGHLANDER BAND BOOSTERS, INC.

BYLAWS

ARTICLE I: NAME

The name of this organization shall be Highlander Band Boosters, Inc. ("HBB").

ARTICLE II: MISSION

The HBB is an independent non-profit organization, organized to support the Highland Park High School Band program in Dallas, Texas, USA ("Band"), and dedicated to achieving the following objectives:

1. To foster a positive environment for students' educational and artistic growth.
2. To promote a closer relationship between the parents, students, and staff, in an atmosphere of mutual cooperation, support, and respect.
3. To encourage a high level of achievement for the Band and its members.
4. To provide resources, both human and financial, to support Band activities.
5. To provide for and encourage the growth and vitality of the Band.
6. To promote the interests of the Band program within the local community.

ARTICLE III: STANDARDS OF CONDUCT

1. This organization is committed to the highest standards of responsibility and conduct and subscribes to the following guidelines:
 - a. To observe the highest standards of personal conduct at all times;
 - b. To strictly uphold the HBB bylaws and policies and procedures of the Highland Park Independent School District ("HPISD") to safeguard people and property;
 - c. To guard against the use of the HBB for personal or financial advantage or special privilege and avoid conflict of interest with its policies and operations, including the acceptance of fees, commissions, or any other personal benefit from any person or business involved in any transaction with the HBB.
2. The HBB shall strive to achieve its objectives by assisting in logistics and providing support through projects, contributions, fundraising and other activities.
3. The organization shall work cooperatively with the HPISD to provide a quality band education for all interested students, and when appropriate shall provide input and guidance in the decision-making process and establishment of school policy. HBB recognizes that the legal responsibility to make decisions and set policy lies with the HPISD.
4. Activities of the HBB shall comply with University Interscholastic League rules and HPISD policy.
5. HBB is organized as a non-profit organization for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or equivalent section of any future Internal Revenue Code and intends to comply with those federal sections to maintain such status.

6. The HBB acknowledges that it is subject to the HPISD and, upon request, shall inform and report its activities to the Superintendent of the HPISD or his designee.
7. The HBB shall be noncommercial, nonsectarian, and nonpartisan.
8. The HBB shall not directly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
9. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its Members or other private persons except that the Officers shall be authorized and empowered to pre-approve and pay reasonable compensation for services rendered other than those that are customary duties as a Member of the HBB. Notwithstanding the forgoing, under no circumstances may a Director or Officer be paid for any services rendered while serving as a Director or Officer of the HBB.

Article IV: Membership

1. Membership shall only be granted to individuals who desire to serve and support the Mission of the HBB and uphold its Standards of Conduct, as interpreted by the Board.
2. Any parent and/or guardian of a student currently enrolled in the Band is a Voting Member of the HBB (“Voting Member”).
3. All other members shall be “Associate Members” but shall not be granted voting rights.
4. Associate Members and Voting Members are collectively referred to as “Members”.
5. There shall be no dues required for membership in this organization.
6. Each Voting Member shall be entitled to vote on each matter submitted to a vote of Voting Members. Voting Members must be present at the meeting to cast their vote. No proxy votes will be accepted. There shall be one vote per Voting Member.
7. Status as a Voting Member for a parent or guardian is automatically terminated upon graduation of the student from Highland Park High School or their withdrawal from the Band. Such persons may remain Associate Members.
8. Any Member may resign by filing a written resignation with the Secretary.
9. Only Members in the HBB shall participate in its business meetings.

ARTICLE V: BOARD

1. General Powers
The activities, property and affairs of the HBB shall be managed by its Board of Directors (“Board”), who may exercise all such powers of the HBB and do all such lawful acts and things as are permitted by statute, its Articles of Incorporation, or by these bylaws.
2. Composition
 - a. The Board shall consist of the following: President, President-Elect, Vice-President of Fundraising, Secretary, Treasurer, Parliamentarian, Color Guard Representative, Percussion Representative, and Committee Chairmen (collectively “Directors”).
 - b. The Executive Committee of the Board shall be the governing subset of the Board and shall include the following: President, President-Elect, Vice-President of Fundraising, Secretary,

Treasurer, Parliamentarian, Color Guard Representative, and Percussion Representative (collectively "Officers" or "Executive Committee").

3. Voting Rights

- a. More than one person may fill an Officer position. Each Officer position shall be entitled to one and only one vote, even if the position is filled by more than one individual.
- b. The Head Band Director, in addition to being an Associate Member, shall be a non-voting advisor to the HBB and the Executive Committee.

4. Eligibility and Term of Office

- a. If during his term of office, a Director ceases to be a Voting Member, he shall resign and a new Director shall be elected or appointed, unless otherwise agreed by a majority vote at the next meeting of the Executive Committee.
- b. The term of office for Directors and Officers shall begin on June 1 and end on May 31. Directors shall serve a term of one year. No Officer shall be eligible for the same office more than two consecutive years. Individuals serving at least one day of a term shall be credited with serving the full term.

5. Removal of a Director

If a Director fails to attend three consecutive meetings or fails to perform his or her duties without adequate reason for a period of sixty days, or otherwise fails to comply with these bylaws, the Executive Committee may remove the Director and declare the position vacant by a majority vote of the Executive Committee.

6. Records

Upon the expiration of the term of office or in the case of resignation or termination, each Director shall turn over to a successor or the President, without delay, all records, books, and other materials pertaining to his Board position and shall return to the Treasurer, without delay, all funds belonging to the HBB.

ARTICLE VI: ELECTIONS

All Officers shall be elected annually, in open election, during a general meeting of the HBB held in the spring semester of the school year ("Election Meeting"). In January of each year, at least two months prior to the Election Meeting, the President shall appoint a Nominating Committee.

1. Nominating Committee

- a. The nominating committee shall be comprised of the current Parliamentarian as Committee Chair, President-Elect, and a minimum of three and a maximum of seven additional Voting Members, with parents of the current Freshman, Sophomore, and Junior classes being represented by at least one member per class.
- b. The President may not serve on the nominating committee and, with the sole exception of the President-Elect, no person shall serve on the nominating committee for more than two consecutive years.
- c. The nominating committee shall publicize the positions available and provide methods for securing feedback from Members on their interest in serving.
- d. The nominating committee shall develop a slate of candidates for all Officer positions. The nominating committee shall also strive to nominate all Committee Chair positions for consideration and approval by the Executive Committee.

- e. Only those Voting Members who have signified their consent to serve, if elected, shall be nominated.
- f. The slate of Officers shall be communicated by the Parliamentarian to the full HBB membership via electronic or other written communication no less than fourteen days prior to the date of a General Membership Meeting (the "Election Meeting").
- g. Voting Members who were not nominated by the Nominating Committee may notify the Parliamentarian in writing of their desire to be elected to an office, provided that such notice is given at least seven days prior to the date of the Election Meeting. If such person(s) is eligible to serve in that office, the Parliamentarian will include their name(s) on the ballot in addition to the slate put forth by the Nominating Committee. The Parliamentarian will then communicate the final ballot to the HBB membership via electronic or other written announcement no later than three days prior to the date of the Election Meeting.

2. Election Process

- a. Directors shall be elected by majority vote at the Election Meeting.
- b. The Parliamentarian shall preside over all elections.
- c. If there is but one nominee for any office, the election may be held by voice vote.
- d. If any position has multiple nominees, the Parliamentarian shall conduct a vote by secret ballot.

3. Vacancy

A vacancy occurring in any office (except the President) shall be filled for the unexpired term by a person elected by majority vote of the remaining Directors, due notice of such election having been given. In case a vacancy occurs in the office of President, the Vice-President of Fundraising shall serve the remaining term. Should a multiple vacancy occur, the continuing members of the Executive Committee shall propose replacement Officer(s), subject to the approval of the Voting Members.

ARTICLE VII: MEETINGS

1. General Membership Meetings of the HBB shall be called by the President and held at least four times per fiscal year. Voting Members present shall constitute a quorum for the transaction of business, if notice of the meeting was given at least five business days prior to the date of the meeting. The privilege of introducing motions, discussion, and voting at the meetings shall be limited to Voting Members.
2. The Board shall meet at least one time during the fall semester and one time during the spring semester, and at other times as deemed necessary by the Executive Committee. Board meetings shall be called by the President or majority vote of the Executive Committee. A quorum for the transaction of business shall exist if notice of the meeting was given at least three business days prior to the date of the meeting and more than one third of the Directors are present. The privilege of introducing motions, discussion, and voting at the meetings shall be limited to Directors.
3. The Executive Committee shall meet at least three times during the fall semester and three times during the spring semester, and as often as is deemed necessary at the request of the President or any two members of the Executive Committee. A quorum for the transaction of business shall exist if notice of the meeting was given at least three calendar days prior to the date of the meeting and if a majority of the members of the Executive Committee are present.

4. Minutes of meetings of the HBB membership, HBB Board, and HBB Executive Committee shall be documented and preserved by the Secretary, or other Board member if the Secretary is not present.
5. Notice must be given in writing, and may be delivered in hard copy by hand, mail, delivery service or other commonly accepted means, or via email or other electronic means.

ARTICLE VIII: FISCAL RESPONSIBILITIES

1. The Board shall have authority to allocate assets of the organization in support of the stated objectives.
2. The fiscal year of this organization shall begin on June 1 and end on May 31.
3. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the HBB. This includes the disbursement of funds, receiving and giving receipts for moneys due and payable to the HBB from any source whatsoever, depositing all such monies in the name of the HBB in banks, trust companies, or other depositories, and in general performing all the duties incident to the office of Treasurer.
4. The Treasurer shall ensure that only HBB members authorized by the Treasurer or the President are allowed to have temporary control or custody of any funds of the HBB. This will prohibit unauthorized persons, including but not limited to Band staff, from having any control or custody of HBB funds.
5. The Treasurer shall create and submit a written financial budget for the coming fiscal year, which accounts for all anticipated revenue and expenditures throughout that fiscal year.
6. As part of the budgeting process, upon advice from the Executive Committee and the Head Band Director, the Treasurer shall identify long-term needs, and mark and document as reserved an amount of the funds held by the HBB as funds which are set aside for specific long-term purchases of the HBB ("Strategic Reserve Funds").
7. After presentation to and comment from chairs of all standing committees and active Special Committees to the Executive Committee, the budget shall be approved by the Executive Committee no earlier than 10 days after such presentation, and no later than March 31 of each year.
8. If the proposed budget includes total expenses that exceed 120% of the actual expenses, net of any "pass-through" revenues and expenses, of the 12 calendar months leading up to the month in which the budget is presented, then such budget must also be presented to the HBB membership, and must be approved by the Executive Committee and the HBB membership no earlier than 10 days after such presentation, and no later than March 31 of each year.
9. Any unbudgeted expenditures that exceed the budgeted amount by less than \$2,500 shall require approval of the President and at least one other Officer, provided that no Officer may approve any such unbudgeted expenditure for which that Officer is requesting approval. If the President is requesting the overage, the Vice-President may act in the President's stead. Any unbudgeted expenditures that exceed the budgeted amount by \$2,500 or more shall require approval of the Executive Committee.
10. Authorized signors shall be limited to the Treasurer and three other Officers. The President shall not be an authorized signor. The Treasurer must insure that, as authorized signors become ineligible to sign, those signors names are removed from the bank account. Two authorized

signatures of Officers shall be required on all checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the HBB exceeding the amount of \$2,500. One exception to this rule is payment of preapproved contract employment fees through the budget approval process. Two signatures will be required for contract employment fees exceeding \$5,000 monthly. In the event that a husband and wife are authorized signors on the account, the husband and wife shall not sign the same check. No authorized signor shall sign a check being issued to himself or his spouse.

11. The Board, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the HBB to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HBB, and such authority may be general or confined to specific instances. Unless so authorized, no person shall have any power or authority to bind the HBB by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
12. At least once per month, an Officer other than the Treasurer who has not participated in transactions that statement period must inspect the deposits and expenditures of any accounts holding funds of the HBB. That Officer shall inspect each deposit and expenditure for appropriateness and reasonableness. Any concerns or discrepancies noted by that Executive must be immediately brought to the attention of the Executive Committee. Upon approval by that Officer, he shall indicate approval of the statement in writing and then present such approval to the Treasurer in a timely manner.
13. Each year, the Executive Committee shall appoint an internal audit committee, comprised of three to five persons, including the President, who have not had check signature authority or collected material funds within the previous fiscal year. The internal audit committee shall perform an internal audit within 45 days of the fiscal year-end and report its findings to the Executive Committee.

ARTICLE IX: STANDING AND SPECIAL COMMITTEES

Committees created and appointed for a specific purpose (“Special Committees”) and Standing committees shall be created by the Executive Committee as may be deemed necessary to promote the objectives and carry on the work of the HBB. All committee work shall be undertaken with the consent of the Board and under the oversight of the Executive Committee. Special Committees will cease to exist upon completion of the assigned work.

ARTICLE X: PARLIAMENTARY AUTHORITY

Robert’s Rules of Order (Revised) shall govern meetings of the HBB.

ARTICLE XI: STANDING RULES

In addition to all other activities conducted pursuant to these bylaws, the Board shall promulgate, maintain and revise as necessary, written rules, practices, procedures and policies (“Standing Rules”) to govern the day-to-day activities of the HBB. Standing Rules shall include, but not be limited to, descriptions of the duties and responsibilities of each Director.

ARTICLE XII: AMENDMENTS

These bylaws may be amended by a two-thirds vote at any general meeting, provided notice of the upcoming vote and of the language of the proposed amendment has been given: 1) at the previous meeting OR 2) at least thirty days prior to the meeting at which the vote on the proposed amendment will take place.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of this organization, the Executive Committee, after paying or adequately providing for the debts and obligations of the organization, shall distribute the remaining assets to one or more non-profit funds, foundations, or organizations which are subject to the HPISD and have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ADOPTION AND CERTIFICATION:

The adoption of these bylaws shall, as of March, 2019

- 1) repeal any bylaws adopted formerly by the HBB or its Board AND
- 2) simultaneously cause these bylaws to take effect.

This is to certify that the Executive Committee was given due notice of these bylaws, and that these bylaws were approved by affirmative unanimous vote of the Executive Committee members present, with a quorum having been met, at a meeting of the Executive Committee on September 6, 2016.

This is to further certify that the HBB membership was given due notice of these bylaws, and that these bylaws were approved and adopted by affirmative vote of the majority of the HBB membership present, with a quorum having been met, at a meeting of the HBB membership on October 11, 2016.

Robert Triplett, HBB Board President

Date signed

Katherine Schultz, HBB Board Secretary

Date signed