

**BYLAWS OF THE
LITTLE ELM BAND BOOSTERS
A NON-PROFIT ORGANIZATION**

(Current as of June 2015)

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ARTICLE I

DEFINITION

These bylaws constitute the code of rules adopted by the Little Elm Band Boosters for the regulation and management of its affairs.

ARTICLE II

PURPOSE

The Little Elm Band Boosters is a non-profit organization which exists for the sole purpose of the band and color guard music education programs at Little Elm High School within the Little Elm School District.

ARTICLE III

OFFICES

(1) Location

The principle office of the organization in the State of Texas shall be located in the Town of Little Elm, County of Denton. The organization 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.

(2) Registered Office and Registered Agent

The organization shall have and continuously maintain in the State of Texas a registered office and a 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 not need be, identical with the principle office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

MEMBERS

(1) Class of Members

The organization shall have one class of voting member, General Member, whether individual or family and each individual or family member who is part of the Little Elm Band Boosters shall have one vote. The organization may also have Associate Members and Business Associate Members as directed by the Board of Directors, and such associate members shall have no voting privileges on business matters before the organization, however they shall be afforded all other rights and privileges of membership in the organization.

(2) Election of Members

Membership is for parents and/or guardians of students currently enrolled in the band and color guard programs within Little Elm High School within Little Elm Independent School District.

(3) Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

(4) Termination of Membership

Membership of the parent and/or guardian is automatically terminated upon graduation of the student from Little Elm High School within the Little Elm Independent School District or withdrawal/removal from the band and/or color guard program(s).

(5) Resignation

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

(6) Reinstatement

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

(7) Transfer of Membership

Membership in this organization is not transferable or assignable.

(8) Dues

Annual membership dues will be for the school year commencing the day following the LEISD declared day of graduation and ending the LEISD declared day of graduation the following year. A member is considered to be in good standing upon payment of annual dues and fees. For annual membership dues, alumni and friends of the Little Elm Lobo Band and Color Guard may receive an Associate Membership. For annual membership dues, firms and corporations are encouraged to support the organization activities through a Business Associate Membership. Annual dues for the organization and each class of member are to be set by the Board of Directors and approved by an affirmative majority vote of the Board of Directors.

ARTICLE V

MEETINGS OF MEMBERS

(1) Annual Meeting

An annual meeting of the members shall be held during the month of April in each year, beginning with the year 2015, for the purpose of electing the Executive Board of the Board of Directors and for the transaction of other business as may come before the meeting. If the election of the Executive Board of the Board of Directors shall not be on the day designated for any annual meeting, or at any adjournment thereof, the current Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

(2) Special Meetings

Special meeting may be called by the President, a member of the Board of Directors, or not less than one-tenth of the members having voting rights.

(3) General Meetings

General meetings shall be held at least once per semester and may coincide with the annual meeting. Additional general meetings may also be called as needed.

- a. Meetings shall consist of an order such as:
 - i. Call to order by the President or acting President
 - ii. Posting of the previous meeting's minutes
 - iii. Approval of the previous meeting's minutes by the majority of the Membership
 - iv. Presentation of financial statement
 - v. Approval of financial statement
 - vi. Discussion of old business
 - vii. Presentation and discussion of new business
 - viii. Other announcements
 - ix. Adjournment

(4) Procedural

Motions and voting shall be handled by way of Robert's Rules of Order.

(5) Place of Meeting

The Board of Directors with an affirmative majority vote 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 organization in the State of Texas; but if all of the member 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 at such meeting any organization action may be taken.

(6) Notice of Meeting

Written, printed, electronic, or verbal notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or other acceptable electronic means, to each member entitled to vote as such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, or the Secretary or the office or persons calling the meetings. 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 organization, with postage thereon prepaid. If sent by acceptable electronic means, the notice of the meeting shall be deemed to be delivered when sent to the member at his/hers electronic address as it appears on the records of the organization or posted in an organization social media forum made available to its members.

(7) Informal Action by Members

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.

(8) Quorum

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

(9) Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member and delivered to the Secretary. No proxy shall be valid after eleven months from the date of its execution or termination of membership.

(10) Voting by Mail or Acceptable Electronic Means

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

ARTICLE VI

BOARD OF DIRECTORS

(1) General Powers

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

(2) Number, Compensation, Tenure, and Qualifications

a. Number

The number of Directors shall be not less than eight (8) and may be any number greater as deemed necessary to conduct the business of the Organization by the current Board of Directors.

b. Compensation

Directors serve without compensation.

c. Tenure

Terms of office correspond with the Organization's fiscal year. An Executive Board Member shall only be allowed to serve two consecutive years in any one office.

d. Qualifications

Directors need not be residents of Texas, but all Directors must be member in good standing with the Organization at the time of nomination and shall maintain said membership in good standing throughout their tenure. Directors must be an active and conscientious participant within the Organization and throughout his/her term.

(3) Composition

The Board of Directors shall consist of an elected Executive Board, confirmed Management Board, and an appointed Supervisory Board. The Executive Board and the Management Board retain voting rights in matters before the Board of Directors. The Board of Directors is composed of the following positions:

a. Executive Board

The Executive Board is elected by the members at the Annual Meeting and/or Special Meeting as outlined in Article V, (1) above. The Executive Board members are voting members and consist of the following positions:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer

- v. Director of Fine Arts or designee (Honoree, non-elected and non-voting position regarding Board decisions)

b. Management Board

The Management Board is comprised of those Directors who are nominated by the President and confirmed by the majority of the Executive Board. The Management Board members are voting members and may consist of the following positions, or other Chairperson as determined by the current Executive Board:

- i. Band Banquet Chairperson
- ii. Band Trip Chairperson
- iii. Charms Chairperson
- iv. Classic on the Lake Chairperson
- v. Color/Winter Guard Chairperson
- vi. Communication Chairperson
- vii. Concessions Chairperson
- viii. Field Support Chairperson
- ix. Fundraising Chairperson
- x. Logistics Chairperson
- xi. Percussion Chairperson
- xii. Publicity Chairperson
- xiii. Scholarship Chairperson
- xiv. Student Support Chairperson
- xv. Website Chairperson
- xvi. Uniform Chairperson

c. Supervisory Board

The Supervisory Board is comprised of those committees who are appointed by the President. The Supervisory Board members are non-voting members and may consist of the following committees/positions:

- i. Audit Committee (Mandatory)
- ii. Budget & Finance Committee
- iii. Nominating Committee

(4) Director Resignation/Abandonment/Removal/Replacement

a. Resignation

Any Board of Director may resign his/her position by filing a written resignation with the Secretary and President.

b. Abandonment

Abandonment of a Director's position is assumed when a Director does not

attend 3 or more consecutive Board Meetings without prior agreement with the Executive Board.

c. Removal

Any Director may be removed by nomination from an existing Board member followed by a unanimous affirmative vote of the other Board of Directors members.

d. Replacement

If any Director has notified the Board of his/her resignation, his/her position is considered abandoned, or has been removed, the President, or acting President, may nominate a replacement who meets the Director's Qualifications to fill the vacant position with an affirmative majority vote of the Board of Directors.

(5) Meetings

a. Regular Meetings

The Board of Directors meetings shall be held monthly and 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. The purpose of the Board of Directors meetings include, but are not limited to, planning, discussion, approval of financial distribution and/or other activities.

b. Special Meetings

Special meeting 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.

c. Notice of Meeting

Written, printed, electronic, or verbal notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or other acceptable electronic means, to each member entitled to vote as such meeting, not less than five (5) days before the date of such meeting, by or at the direction of the President, or the Secretary or the office or persons calling the meetings. In case of a special meeting or when required by statute or these bylaws, this notice does not apply and 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 organization, with postage thereon prepaid. If sent by acceptable electronic means, the notice of the meeting shall be deemed to be delivered when sent to the member at his/hers electronic address as it appears on the records of the organization or posted in an organization social media forum made available to its members.

(6) Quorum

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.

(7) Authority

a. Rules, Regulations & Policies

Adopt rules and regulations governing the personal conduct of the members and to establish policies concerning the operation of the Organization.

b. Suspension of Rights & Privileges

Suspend the voting rights and privileges of members that are not in good financial standing or violation of Little Elm Band Boosters' Rules, Regulations and/or Policies.

c. Voting

Take any action in the absence of a meeting that they could take at a meeting by majority written, electronic or otherwise, consent.

ARTICLE VII

FINANCES

(1) Fiscal Year

The fiscal year of the organization shall be from July 1 to June 30, 11:59PM but maybe changed by resolution of the Executive Board.

(2) Fiscal Year Cash Carry-over

A mandatory cash carry-over of \$3000 of non-allocated funds must be maintained from one fiscal year to another to ensure the next Board has proper operating funds to start the next fiscal year.

(3) Emergency Expenditures

Emergency expenditures may be made with the approval of two (2) members of the Executive Board, not to exceed \$3000 on any one emergency expenditure.

(4) Loans

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

(5) Contracts

Only the President or their designee from the Board of Directors specified in writing and recorded with the Secretary may enter into a contract or agreement on behalf of the Little Elm Band Boosters and third parties.

In the event two signatures are required for a contract, only the President and another member of the Executive Board can sign the contract or agreement. The Treasurer shall maintain a copy of each approved contract with the corresponding request for expenditure of Organization funds following adopted policies & procedures.

No other person associated with the Little Elm Band Boosters is authorized to bind or enter the Organization into any type of contract or agreement requiring the expenditure of Organizational funds, unless such person has obtained the prior Board approval and authorization of the President.

(6) Checks

All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by two (2) authorized check signatories as determined by the Board of Directors.

a. Check Signatories

There will be four authorized signatures on all financial bank accounts for the organization. The Executive Board will be granted this authority. In the case where an Executive Board Member is a full-time employee of the LEISD and cannot carry the authority based on District Policy, then the Board of Directors will approve another Board of Director, up with this authority.

There must be at least two (2) Executive Board Members with this authority.

(7) Banking

The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or depositories as determined by the Board of Directors. All deposits and disbursements shall be documented by a receipt, and invoice, or other written documentation. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds after received and counted.

a. Debit or Credit Cards

If debit or credit cards are established in the name of the organization, a policy approved by the Board of Directors shall be developed and used that includes a list of authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

(8) 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:

- i. All expenses must be approved by the membership, or be approved by separate resolution of the Board of Directors prior to the disbursement of funds;
- ii. Checks must be endorsed by at least two officers authorized by resolution of the Board of Directors;
- iii. A Board of Director or other general member without check signing authority designated by the Board of Directors shall review and compare all bank statements to the reconciled financial reports;
- iv. An Audit 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.

(9) Financial Record Retention

All records of the organization shall be maintained and destroyed in accordance with law and standard retention guidelines.

ARTICLE VIII
CODE OF CONDUCT

In addition to the LEHS's and LEISD's Code of Conduct, all Little Elm Band Boosters directors, members, volunteers, and guests while attending or participating at a Little Elm Band Boosters sponsored activity, meeting and/or event shall:

- 1. Behave in a courteous and respectful manner towards others.
- 2. Be tolerant and patient with the limitations and weaknesses of others.
- 3. Be respectful of the individual and cultural differences of others.
- 4. Be considerate of the feelings and opinions of others.
- 5. Respect the personal belongings of others.
- 6. Refrain from behavior that is abusive, threatening, offensive or disruptive to others.
- 7. Act honestly and ethically with others.

ARTICLE IX

INDEMNIFICATION

The members of the Little Elm Band Boosters shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Organization or otherwise) arising out of a member's acts or omissions in service to the Organization, except is such acts or omissions were committed in bad faith, with gross negligence or with willful misconduct. The provisions of this section shall be applicable to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The indemnification herein provided for shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreements, or otherwise.

ARTICLE X

AMENDMENT

These by-laws may be amended at any Little Elm Band Booster General Membership meeting by a simple majority vote of the members present. Advance notification of the intent to change or amend the by-laws must be given in accordance with Article V, (6) above. The proposed changes must have been read at the previous regularly scheduled meeting of the Little Elm Band Boosters Board of Directors. All proposals for change must comply with the rules and regulations of the Little Elm ISD, the University Interscholastic League, and the State of Texas.

Adopted: June 30, 2015
Effective July 1, 2015

Matt Creason
President

John Estes
Vice President, High School

Linda Sparks
Vice President, Middle School

Sarah Housel
Secretary

Laurie Stanco
Treasurer