

# ***MVHS Warrior Band Boosters, Inc.***

## ***By-Laws***

### **ARTICLE I - NAME and PURPOSE**

**01 §01 Name** This organization shall be known as the MVHS Warrior Band Boosters, Inc.

**01 §02 Purpose** The MVHS Warrior Band Boosters, Inc., hereinafter referred to as the “Booster”, primary purpose is fundraising to support music and performance programs as well as promoting school spirit through music education. To achieve this objective, the Boosters will provide a program that encourages participation. In accordance with Section 501 (c) (3) of the Federal Internal Revenue Code, the Boosters shall operate exclusively as a non-profit organization. No part of the net earnings shall benefit of any private shareholder or individual.

### **ARTICLE II - MEMBERSHIP**

**02 §01 Eligibility** Any person sincerely interested in active participation to further the objective of the Boosters may apply to become a Member. The Principal and Band Directors shall be non-voting, advisory members of the organization.

#### **02 §02 Members:**

- (a) Regular Members are parents or legal guardians of any youth participating in programs, alumni, and all other adults wishing to support MVHS music programs and who complete an application and pay membership dues. The President, Treasurer, or any member the President appoints shall maintain the roll of all members.
- (b) When a membership application has been completed and membership dues have been paid; members shall have the right to hold office as duly elected, to attend all general membership meetings and to vote on all matters properly before the membership.
- (c) Every parent or guardian of any youth participating in Magna Vista High School music programs is strongly encouraged to:
  - (1) Attend all general membership meetings and to vote on all matters and participate in discussions properly before the Booster membership.
  - (2) Support the Boosters in its financial responsibilities by making voluntary donations.
  - (3) Participate in Booster activities designed to support Magna Vista High School Bands.
- (d) No Member shall have any right or interest in the property of the Boosters.

**02 §03 Suspension or Termination** Members may be terminated by resignation, or action of the Board of Directors by a two-thirds vote of those present at any duly constituted Board meeting. The Board shall have the authority to discipline, suspend, or terminate the membership of any Member, when the conduct of such person is considered detrimental to the best interests and objectives of the Boosters. The Members shall be notified of such meeting, informed of the general nature of the reasons, and given an opportunity to appear at the meeting to show evidence that the reasons are not correct or true.

### ARTICLE III - GENERAL MEMBERSHIP MEETINGS

**03 §01 General Membership Meeting** A General Membership Meeting is any meeting of the membership of the Boosters. There shall be at least one General Membership Meeting per quarter, but more if deemed necessary by the President. All topics up for discussion at such meetings must be submitted to the President in writing or by electronic request at least two (2) days prior to the meeting so that it may be placed on the agenda for discussion.

**03 §02 Notice of Meeting** Notice of each General Membership Meeting, shall be posted electronically at least five days in advance of the meeting. Such notice shall include the place, date, time and purpose of the meeting.

**03 §03 Voting** Only Regular Members in good standing shall have the right to make motions at General Membership Meetings. Each member is allowed to cast only one vote. The Board of Directors may invite and admit guests for presentations or comments during such meetings. There is no quorum required in order to convene a duly constituted General Membership Meeting, however, a quorum of at least five (5) members is necessary 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 a quorum is not present shall be discussed and decided by the Executive Board. No absentee ballots will be recognized

**03 §04 Annual Meeting of the Members** The annual Meeting of the Members shall be held at the June meeting each year for the purpose of electing the Board of Directors, receiving reports, reviewing these By-Laws, and for the transaction of such business as may properly come before the meeting.

- (a) The Membership shall receive at the Annual Meeting a report by the President, or his/ her designate, the content of which should include:
  - (1) The condition of the Boosters,
  - (2) A general summary of funds received and expended by the Boosters for the previous year, the amount of funds currently in possession of the Boosters and the name of the financial institution in which such funds are maintained
  - (3) The whole amount of real and personal property owned by the Boosters, and where located.
- (b) The Membership shall have the right to vote for each position to be filled on the Board of Directors.
- (c) The Membership shall have the right to increase the number of the Board of Directors. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at subsequent General Membership meetings.
- (d) The Board of Directors shall assume the performance of its duties at the start of the next fiscal year (July 1<sup>st</sup>)
- (e) The Board's term of office shall continue until its successors are elected and qualified under this section.

### ARTICLE IV – SPECIAL GENERAL MEMBERSHIP MEETINGS

**04 §01 Special General Membership Meeting** Special General Membership Meetings may be called by a majority of the Board of Directors, or by the President. Upon written or electronic request of a Member, the President can call a Special General Membership Meeting to consider the subject specified in the request if the President or a majority of the board deems the matter a necessity. No business other than that specified in the notice of the meeting shall be transacted. The request must be served on both the President and the Secretary. The Secretary shall be responsible for notifying all Members of the date, time and place of the meeting within five (5) days of receipt of the request. The President or the Secretary shall hold such meeting no later than fourteen (14) days after the receipt of the request. Notification may be made to Members in email, social media sites, or the Booster website.

## ARTICLE V - BOARD OF DIRECTORS

**05 §01 Authority.** The Board of Directors shall be the governing body of the Boosters and shall be charged with the full responsibility for the conduct of all phases of the program and shall be empowered to take all action necessary to discharge this responsibility subject only to the limitations contained in the Articles of Incorporation or By-Laws.

### **05 §02 Officers of the Board of Directors.**

**Board of Directors:** The following shall be the Officers and voting members of the Board of Directors. The President, Secretary, and Treasurer positions must be filled and the other positions may be filled that the start of the year or may be added in at a later date by the board if needed.

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

**Committee Chairs:** The following shall be Committee Chairs that may be needed for the year. These positions may be filled that the start of the year by the President or may be added in at a later date by the President or a majority vote of the Board of Directors.

- 1) Fundraising Chair
- 2) Membership Chair
- 3) Volunteer Chair
- 4) Equipment Chair
- 5) Uniform Chair
- 6) Color Guard Chair
- 7) Communications Chair
- 8) Meals Chair
- 9) Event Chair
- 10) Student Representatives (up to 2)

### **Non-elected, ex-officio non-voting members**

- 1) Band Director
- 2) Principal

**05 §03 Term of Office** The voting members of the Board of Directors shall be elected by the Members at the Annual Meeting for a term of one (1) year and will be eligible for reelection annually. Individuals may submit their name to the President each May to place on the slate of nominees for the Annual Meeting in June. Incoming officers shall assume office following the June election and shall enter into the performance of their duties and shall continue in office until their successor has assumed office. A Newly elected officer must fully assume their office by July 1<sup>st</sup> and an exiting officer can fully relinquish their office no later than June 30<sup>th</sup> of that year. No more than one member of an immediate family may serve as a voting member of the Board of Directors at the same time.

**05 §04 Attendance at Meetings** All Board Members are required to attend all duly notified meetings. Members may only be excused from attendance by the President. Two consecutive unexcused absences or any three unexcused absences during the year may result in removal from the Board of Directors.

**05 §05 Vacancies** In the event that a position becomes vacant during the year, the President shall appoint a replacement.

## **ARTICLE VI - DUTIES AND POWERS OF THE BOARD AND COMMITTEES**

**06 §01 Appointments** The President or the Board, by majority vote of those present at a duly constituted meeting, shall have the power to appoint such other officers as he/she may deem necessary, may prescribe the duties of each, appoint such committees as they deem necessary, and delegate such powers to them as is advisable and proper under these By-Laws. The President or the Board by majority vote of those present at a duly constituted meeting, shall have the power, to discipline, suspend, or remove any Director, Officer, or Committee chair in accordance with the procedure set forth above.

### **06 §02 Duties of Board Members**

#### **President shall:**

- (a) Conduct the affairs of the Boosters and execute the policies established by the Board.
- (b) Communicate to the Board such matters as deemed necessary and make suggestions that promote the welfare and achieve the objectives of the Boosters.
- (c) Act on behalf of the Board, with their approval on matters of contracts, leases, and purchases in the name of the Boosters.
- (d) Investigate complaints, irregularities, and conditions detrimental to the Boosters and report to the Board or Executive Committee as necessary.
- (e) Present a report of the condition of the Boosters at the Annual Meeting.
- (f) Be responsible for monitoring the Booster web-site and other social media sites.
- (g) Be responsible for all other communications of Booster actions as requested by the Board

#### **Vice President shall:**

- (a) Perform any duties as requested by the President
- (b) Preside at meetings in the absence of the President

#### **Secretary shall:**

- (a) Be responsible for recording the activities of the Boosters and maintain appropriate files, Board list, membership records, minutes, and mailing lists.
- (b) Give required notice of all meetings of the Boosters.
- (c) Distribute minutes of the meetings within seven (7) days of past meeting when they are approved.
- (d) Conduct all correspondence not specifically delegated in connection with said meetings and is responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (e) Notify members of their election or appointments.

#### **Treasurer shall:**

- (a) Perform all duties as are herein set forth, and such duties as are incident to the office of Treasurer.
- (b) Keep records for the receipt and disbursement of all monies of the Boosters, approve all payments from allotted funds, and draw checks therefore in agreement with policies established by the Board. All checks shall be signed by the Treasurer, President, and/or a designated person.
- (c) Coordinates with school faculty, members of the Board, or Committee Chairs to make sure all money received is correctly deposited and all payments are correctly disbursed.

## **06 §03 Duties of Committee Chairs**

### **Fundraising Chair shall:**

- (a) Be responsible for planning, promoting, and executing different fundraising events.
- (b) Coordinates with school faculty, members of the board, or other Committee Chairs to make sure they have the necessary volunteers, publicity, and money to make fundraising events successful.
- (c) Approve all payments from allotted funds and draw checks in agreement with policies established by the Board and review with Treasurer to have checks written.

### **Membership Chair shall:**

- (a) Be responsible for promoting MVHS Booster Membership initiatives.
- (b) Organizing recognition and award proceedings for the benefit of students and faculty.

### **Volunteer Chair shall:**

- (a) Be responsible for finding volunteers for fundraisers and chaperoning trips.
- (b) In charge of making sure parents know where they need to be and when.
- (c) Maintain membership roster and reconcile membership upgrades and donations with Treasurer

### **Equipment Chair shall:**

- (a) Coordinates with school faculty and members of the board to make sure they have the necessary props, costumes, and instruments required for a performance.

### **Uniform Chair shall:**

- (a) Coordinates with school faculty and members of the board to make sure needs for uniform and costumes are clean, fitted, and maintained for performances.

### **Color Guard Chair shall:**

- (a) Coordinates with school faculty and members of the board to make sure needs for the Color Guard are met.

### **Communications Chair shall:**

- (a) In charge of all mass communication to the community, alumni, and parents.
- (b) Maintaining the Booster website and social media profiles.
- (c) Mass emailing the booster club contact list about upcoming events, fundraisers, and opportunities to support the club and get involved.

### **Meals Chair shall:**

- (a) Coordinates with school faculty and members of the board to make sure needs for meals are met.

### **Event Trip Chair shall:**

- (a) Plan and coordinate with school faculty any overnight trip requiring a payment by students.
- (b) Maintain records for the receipt and disbursement of all monies for trips.
- (c) Approve all payments from allotted funds and draw checks in agreement with policies established by the Board and review with Treasurer to have checks written.

### **Student Representatives (up to 2) shall**

- (a) Represent fairly the students of Magna Vista High School for which they have been elected to this body and communicate to the board needs of the students.
- (b) Communicate back to the student body the actions of the Boosters.

## **06 §04 Programs**

The following is a list of the music programs to be represented:

Marching Band	Color Guard	Indoor Performance Ensemble
Winter Guard	Winter Percussion	All Area Concert Band
District Concert Band	State Concert Band	Jazz Band
Pep Band	Wind Ensemble	Drum Line

## ARTICLE VII - EXECUTIVE BOARD

**07 §01 Membership** The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer of the organization.

**07 §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.

**07 §03 Meetings** The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

**07 §04 Action Without a Meeting** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the 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 Board or of the committee as the case may be.

**07 §05 Participation in Meeting by Conference Telephone or Group Text** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another or acknowledge each other's messages via text. All Members must confirm their presence.

**07 §06 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 VIII - FINANCIAL AND ACCOUNTING

**08 §01 Authority and Disbursement** The Principal, Band Director, and President of the Boosters shall decide all matters pertaining to the distribution of funds other than fundraising expenses. All income shall be placed in the Booster bank accounts. The Boosters shall direct expenditure of funds, other than fundraising expenses, in such manner as the Principal, Music Director, and the President of the Boosters agree. The Board of Directors shall have an opportunity to discuss such expenditures and may appeal the decision of the Principal and Music Director. The decision of the President shall be final.

**08 §02 Compensation** No Director, Officer, or Member shall receive, directly or indirectly, compensation from the Boosters.

**08 §03 Fiscal Year** The fiscal year of the Boosters shall begin on July 1 and end on June 30 but may be changed by resolution of the Executive Board.

**08 §04 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.

**08 §05 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.

**08 §06 Loans** No loans shall be made by the organization to its officers or members.

**08 §07 Checks** All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer, President, or by any other person as authorized in writing by the Executive Board, except that checks of \$250 or more must have the signature of at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required for checks in the amount of \$250 or more." The Treasurer or the President shall sign checks and other members as the Board shall determine with a minimum of 3 signors for the account but no more than 5 signors.

**08 §08 Banking** The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the 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.

**08 §09 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:

- 1) 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. Purchases

exceeding \$600 not budgeted must be approved prior to purchase at a general membership meeting, if there is no quorum of at least 5 members it will be decided by the executive board.

- 2) The Treasurer and the President or an officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis;
- 3) 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.

**08 §10 Financial Report** The Treasurer shall present a financial report at each membership meeting of the organization and 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 audits done by a firm designated by the school board are no longer required the Booster will have audits done as follows. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The 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 over \$100,000 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 or the school board when annual gross receipts equal or exceed \$250,000.

**08 §11 Financial 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**

- 1) Keep at least seven (7) years Consider keeping permanently.  
Year-end Treasurer's financial report/statement,  
Annual Internal Financial Review Reports,  
IRS Form 990s Store in corporate record book, binder, or cloud-based software.
- 2) Seven (7) Years Store w/financial records. Destroy after seven years.  
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents  
Compile & file records on a yearly basis.  
Store in binder or cloud-based software.
- 3) Three (3) Years Store w/ financial records. Destroy after three years.  
Treasurer's reports (monthly)  
Compile & file records on yearly basis.  
Store in binder or cloud-based software.

**08 §12 Expenditures.** Only by a majority vote of the Board of Directors may any individual be authorized to spend money for fundraising expenses.

**08 §13 Distribution of Property upon Dissolution.** Upon dissolution of the Boosters and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Boosters to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of these By-Laws, which are, or may be entitled to exemption under Section 501-(c) -(3) of the Internal Revenue Code or any future corresponding, provision.



## **ARTICLE IX - NON-DISCRIMINATION**

**09 §01** It is the policy of the Boosters that all the parties involved in the operation of the Boosters will provide an operational environment that is free of all forms of discrimination.

## **ARTICLE X - CONFLICT OF INTEREST**

**10 §01 Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of Corporation 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 Corporation. 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 Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors 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 Board of Directors, excluding the person who is the subject of the possible conflict.

**10 §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 Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**10 §03 Minutes of Meeting.** The minutes of the meeting of the 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.

**10 §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 Corporation, or who hereafter becomes associated with the Corporation. 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 XI - INDEMNIFICATION**

**11 §01** Every member of the Executive Board, officer or employee of the Corporation may be indemnified by the Corporation 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 Corporation, 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 Corporation. 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 XII – AMENDMENTS**

**12 §01** These Bylaws may be amended at any regular or special meeting 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.