

Harker Heights High School Band Booster Club Bylaws
Harker Heights High School
FM2410 Harker Heights, Texas 76548

Article I - Name

The name of this organization shall be known as the Harker Heights High School Band Boosters Club. The organization will hereinafter be referred to as the HHHS Band Booster Club or the Booster Club.

- A. Band parents, guardians, grandparents, band alumni, band students, and other interested persons may be members of the Booster Club and shall have voting rights on all matters and issues brought before the general membership.
- B. There is currently no fee collected unless later set by the Board of Directors and approved by the general membership of the Booster Club.

Article II - Purpose

The purpose of the Booster Club shall be:

- A. Organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- B. In accordance with published policies from University Interscholastic League (UIL) and the Killeen Independent School District (KISD).
- C. To promote and stimulate musical education in the community.
- D. To stimulate a spirit of fellowship and cooperation among the membership of the Booster Club, the band directors, and the band.
- E. To accept/disburse funds and otherwise assist the band and other band related activities which is not in conflict with constituted authority, and in accordance with the Booster Club By-Laws and advice of the HHHS band director(s). In the event of conflict between the Booster Club and the HHHS band director, the decision of the Booster Club shall prevail.
- F. To develop and implement revenue-generating projects to support the financial needs of the Band while providing accountability for the Booster Club budgets, revenues, and expenditures.

Article III - Board of Directors

3.1 GENERAL POWERS RESPONSIBILITIES AND AUTHORITY OF THE BOARD. All powers shall be exercised by or under the authority of, and the affairs of the club, managed under the direction of the Board of Directors.

A. Definitions:

1. Board of Directors – the primary governing body of this organization, responsible for overseeing the strategic direction, policies, and overall mission. The Board of Directors include elected or appointed members who represent the interests of the Booster Club's stakeholders (e.g., parents, community members, or supporters). Ensures the organization operates effectively, complies with legal and financial regulations, and fulfills its mission.
2. Director – A member of the Board of Directors.
3. Executive Committee or Board – a smaller subset of the Board of Directors tasked with handling day-to-day operational decisions and implementing the policies set by the full Board of Directors. The Executive Board consists of the President, Vice President, Secretary, and Treasurer(s).

B. The Booster Club Executive Board shall coordinate its activities with the band director(s) in researching and presenting information to the general membership and students regarding projects designed to benefit the programs at HHHS. The Executive Board shall transact necessary business between regular general meetings of the Booster Club and such other business as may be expected.

C. The Board of Directors has the ultimate decision-making authority for projects undertaken and financially supported by the Booster Club.

3.2 COMPOSITION, NUMBER, TERM, and QUALIFICATIONS.

A. Directors shall not be paid but shall serve because of their commitment to stimulate musical education in the community. The Booster Club Board of Directors welcomes Committee Members and Board Directors of any background, so long as they can accept the education and outreach goals of the Booster Club.

B. The authorized number of Directors of the Booster Club shall not be less than nine (9) or more than fourteen (14), as the Board of Directors shall determine from time to time. The Board of Directors shall consist, on a rotational basis, elected each year. Regardless of when the member is voted on the board, their term will end along with the end of that fiscal year (June 30th).

C. All board members will be checked in the national sexual offender database and if found listed will be asked to step down and not serve.

3.3 ELECTION OF DIRECTORS. Except as provided in Section 3.6 below relating to vacancies, the Board of Directors shall be elected by the General Membership at its annual meeting in May, to elect officials for the term beginning in July of that year. The Nominating Committee shall present a slate of nominees, during the April board meeting, for election as Directors. Nominations may also be made by Directors from the floor during any scheduled meeting of the Directors, to fill vacant positions. Those persons who receive a majority of the votes, cast by members present, shall be deemed to have been elected. In the event a tie vote is determined for any position, the current Board of Directors, with counsel from the band directors, will hold a vote to break the tie.

A. Nominees must be, at least, one of the following, for consideration as a Board Member:

1. a current, or incoming, band member's parent or legal guardian
2. a legal resident within the Killeen Independent School District
3. a registered business or community leader

B. Installation of the newly elected officers will be conducted and introduced during the May band banquet or other general meeting with the newly elected officials beginning their terms July 1 of each year.

C. Outgoing Executive Committee members (described in section 5.2 below) agree to continue service, in a non-voting capacity, through the end of September of the new fiscal year, to assist in the transition, and annual audit reports, due end of the first quarter of that new fiscal year.

3.4 RESIGNATION OF DIRECTORS. A Director may resign by delivering written (in print or electronic format) notice to the Board of Directors. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective for a later date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date of the resignation.

3.5 REMOVAL OF DIRECTORS. A Director may be removed without cause by the vote of two-thirds (2/3) of the Directors currently in office. In addition, a Director who fails to attend (unexcused) three properly scheduled meetings in a six-month period is removed without action. The President of the Board may exempt a Director from this rule, with counsel of the band directors.

3.6 VACANCIES. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill said positions, as long as one-half (1/2) of the members of the board are present and the majority vote of present members is attained. A Director elected to fill a vacancy shall hold office until the next annual scheduled meeting to elect members is held, and once elected all rules covered in this article pertain.

3.7 CHAIRPERSON. The President of the Booster Club shall serve as the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such

other duties as may be prescribed from time to time by the board. In the absence of the President, the order of succession shall be Vice President, Secretary, and then the Treasurer, to preside at any meeting of the board.

ARTICLE IV – Meetings of Directors

4.1 PLACE OF MEETINGS. All meetings of the Board of Directors and the Executive Committee shall be held at the HHHS Band Room, located at 1001 East FM 2410, Harker Heights, Texas, or in any alternate location as necessary.

4.2 REGULAR MEETINGS. General Board Meetings will be held at 6:30 p.m. on the Second Tuesday of each month, unless holidays or other special events require special rescheduling. General Board Meetings are open to all Booster Club members. New business opportunities will be opened after the required business portion of each meeting.

4.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or twenty percent (20%) of the Directors currently in office. In addition, such meetings may be conducted telephonically, or by other electronic equipment, web-based conference site, or “app” by the President of the Board or by a Director designated by the President.

4.4 NOTICE OF MEETINGS. Regular meetings of the Board of Directors may be held, without notice, if the date, time, and place have already been fixed by the board. If a change to the location or time has been approved by the Board of Directors, then all directors will be given at least two days' notice prior to the meeting. In the event a special meeting is called, Board Directors will be given the date, time, and reason for the meeting at least two days prior to the event.

4.5 QUORUM. A quorum of the Board of Directors consists of at least fifty percent plus one (which is a majority) of the Directors in office immediately before a meeting begins.

4.6 RULES OF ORDER. The Board of Directors will generally use the direction given in the book Robert's Rules of Order Newly Revised Edition to conduct and facilitate the smooth functioning of any board meetings.

4.7 MANNER OF ACTING. If a quorum is present when a vote is taken, the majority vote of the Directors present will be honored as the vote for the entire board. Unless the vote of a greater number of Directors is required by law or these bylaws.

4.8 MEETING VIA COMMUNICATION EQUIPMENT. The Board of Directors may permit any or all Directors to participate in a regular, or special meeting, by or using, any means of communication, by which all Directors participating may simultaneously, hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.9 ACTION WITHOUT MEETING. The only action that will be taken without a formal meeting of the Board of Directors is action that requires immediate response, at such time the Executive Committee will attempt to contact the Board of Directors telephonically, group chat, or through

e-mail. The Directors contacted will, at the next scheduled meeting, approve the minutes explaining why they were called and what their decision was on the topic. Those records will be kept in the Booster Club files.

ARTICLE V – Officers (Executive Committee)

5.1 NUMBER. The Principal Officers of the Booster Club shall consist of the President, Vice President, Secretary, and Treasurer(s). No more than one of the four or five principal positions can be held by the same person.

5.2 APPOINTMENT AND TERM. The principal officers of the club shall be appointed as part of the annual election of board members. All nominees for the five principal officers must be members of the Board of Directors. Each officer shall hold office for a period of one year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person shall be appointed to serve more than two consecutive terms in the office of President, Vice President, Secretary, or Treasurer(s). The Board of Directors may appoint assistant secretaries, and assistant treasurers, and other officers at such time or times as the need may arise. A vacancy occurring in one of the principal officer's positions may be filled at any time by the Board of Directors. The term of an officer elected to fill such a vacancy shall expire at the end of the term of the original officer.

5.3 PRESIDENT. The President shall preside at all meetings of the Board of Directors and is responsible for ensuring that the Board complies with applicable policies, laws and bylaws, that board business is conducted effectively and efficiently, and that Directors and Officers are accountable for their performance. The President shall supervise and control the management of the Booster Club in accordance with these bylaws. The President may sign, with the Secretary or any other proper officer of the Booster Club so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Booster Club, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some officer or agent of the boosters, or where required by law to be otherwise signed and executed.

5.4 VICE PRESIDENT. In the absence of the President, or in the event of death, inability or refusal to act as the President, the Vice President, unless otherwise determined by the Board of Directors, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President will shadow the President to be educated and trained to be able to take over as President the following year (succession plan). The Vice President shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

5.5 SECRETARY. The Secretary has the responsibility to record the official records of the organization. The Secretary ensures that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings by the Board of Directors and the Executive Committee, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, fulfills any other requirements of a Director and

Officer, and performs other duties as the need arises and may be assigned by the President or the Board of Directors, and/or as defined in the annexes of these bylaws.

5.6 TREASURER(S). The Treasurer(s) has the responsibility to manage all finances of the organization and to receive, deposit, or disburse the same under the direction of the Board of Directors. The Treasurer shall ensure full and accurate accounts of the finances of the Booster Club in books especially provided for that purpose. The Treasurer will ensure audits/returns, reports, and/or schedules as may be required by the Internal Revenue Service, Killeen ISD, and the State taxing authorities, are prepared and filed in a timely manner. Additionally, the Treasurer will assist in preparing a true balance sheet (statement of the assets, liabilities and fund balance) of the Booster Club, true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for the fiscal year, all in reasonable detail, to be prepared and submitted to the Board of Directors. This balance sheet will be reviewed by the Board of Directors monthly and must be submitted early enough to be sent to all Board Directors for review prior to the monthly meeting. This position is divided into two positions, Receivables and Payables. Only one vote shall be cast on any vote taken at all board meetings, for the "Treasurer" position. The treasurer will also draft and present a proposed budget to the Board of Directors in March as directed in Section 8.2.

ARTICLE VI – General Provisions

6.1 AMENDMENTS. These bylaws may be amended or repealed, and new bylaws may be adopted by the Board of Directors. The executive committee shall provide at least seven days of notice to all Booster members informing them of the proposed amendment(s) with attached copy of such amendment(s). Amendment(s) will be discussed and voted on at the next scheduled monthly meeting. Written notice can be in the form of e-mail, letter, or social media post. Any amendment(s) must be approved by two thirds of those attending, including a minimum of three-quarters (3/4) of the Board of Directors, and full Executive Committee, at the time the amendment is voted on.

6.2 FISCAL YEAR. The fiscal year of the Booster Club shall be from 1 July to 30 June.

6.3 FINANCIAL REPORTS. The books of the Booster Club shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors for review and ratification. At the discretion of the Board of Directors, the Booster Club may engage an independent Certified Public Accountant to audit or review the financials, in accordance with IRS 501(c)(3) and State of Texas requirements.

6.4 BOOSTER MINUTES AND RECORDS. The Booster Club shall keep as permanent records, minutes of all meetings of its Board of Directors, and a record of all actions taken by the Executive Committee and any other committees of the Board of Directors. The Booster Club shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Booster Club shall keep a copy of the following records at its principal office:

A. Articles of incorporation or restated articles of incorporation and all amendments to them currently in effect.

B. Bylaws or restated Bylaws and all amendments to them currently in effect.

C. A list of names and business or home phone numbers and addresses of its current Directors and Officers.

D. The most recent annual report delivered to the Secretary of State, as required by the Texas Nonprofit Corporation Act.

E. The minutes and records described above shall be made available for inspection by current Directors of the Booster Club during normal business hours. In addition, to the extent required by applicable law, the Booster Club shall make available for inspection during regular business hours, by any individual, copies of:

- i. Any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the Tax-Exempt Status of the Booster Club.
- ii. The annual returns filed with the Internal Revenue Service for the three most recent years, (to the extent the Booster Club is required to file such returns provided that the names and addresses of contributors to the Booster Club may be kept confidential).

6.5 INVESTMENTS. The Booster Club shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, in direct support of the HHHS Band Program(s).

6.6 CHECKS AND DRAFTS. All checks, drafts, or other orders for the payment of money issued in the name of the Booster Club shall be signed by the President, Vice President, Secretary and/or Treasurer(s). Any check, draft, or other order for the payment of an amount exceeding Five Hundred Dollars (\$500) shall require two signatures.

6.7 VOTING and SPECIAL CIRCUMSTANCE. All issues will normally be voice voted at the monthly board meetings and recorded in the meeting minutes. Each board member, excluding the band director(s), shall have only one vote per business consideration. Under special circumstances (i.e., a request from band director(s) that cannot wait for the next meeting or inability for all executive board members to be present for a vote, or an emergency issue from an executive board member) voting may be done by electronic means, i.e. telephonically, board group chat, or by e-mail, and then summarized and recorded at the next board meeting in the minutes.

6.8 PROHIBITED ACTIVITIES. The Booster Club is organized as a nonprofit Booster Club exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributed to its, Trustees, Directors, Officers, or other private persons, except that the Booster Club shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of

the purposes set forth in these bylaws. No substantial part of the activities of the Booster Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Booster Club shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII – Committees

7.1 OPERATING COMMITTEES. Committees may consist of community members and board members. Each committee will present their recommendations to the Board of Directors, at the next available board meeting. These committees are recommended to be chaired by current board members: Nomination, Fundraising, Volunteer coordination; Publicity& Events, Props/Equipment; Special Committees (includes auditing & Band Banquet).

These operating committees are further explained and defined in Annex A.

Article VIII – Distribution of Funds & Finances

8.1 DISTRIBUTION OF FUNDS. All funds raised under the auspices of the Booster Club shall be distributed only to the benefit the Harker Heights music and color guard programs in accordance with the policies and procedures set forth by the Killeen ISD and UIL. In no event shall any funds be distributed in a manner that would cause the Booster Club to forfeit its non-profit status or violate UIL rules and policies.

8.2. FINANCES. A tentative budget shall be drafted in March for the next fiscal year by the Treasurer(s) and approved by a majority vote of the Board of Directors.

8.3 All profits and or donations from fundraisers not encumbered in the Booster Club budget, will be transferred to the Band Booster account not later than 30 working days from the closure date of the fundraising or payment received.

A. Any request for funding must go through the Board of Directors, presented on the required Killeen ISD form(s). The board shall approve all expenses from the Band Booster accounts.

B. Scholarship payments will require only one signature, as long as the proper request documentation and required verification from the college/university bursar's office is received by the treasurer.

C. The Treasurer shall file the annual tax return to the IRS for the Booster Club. Annual taxes/audit filings must be filed prior to November 15th of each year. This is accomplished by filing the appropriate 990 form with the IRS, either online, for the E-990, or submission of the 990EZ or 990 audit form.

ARTICLE IX – Dissolution & Winding Up

9.1 WINDING UP. If dissolution and/or winding up of the Booster Club is necessary, the Board shall oversee such process and ensure compliance with all relevant provisions of the State of Texas, Killeen ISD, and other applicable state and federal laws.

9.2 ASSETS & DISSOLUTION. Upon dissolution of the Booster Club, the assets of the Booster Club are permanently committed to a tax-exempt organization for purposes set forth in its Articles of Incorporation and Bylaws. In the event of dissolution, the assets, after payments of debt, will be, as determined by the Board of Directors, given, transferred, donated, or assigned to another approved 501(c)(3) Booster Club supporting music and arts at Harker Heights High School.

Article X – Parliamentary Authority

Conflicts at meetings will be resolved utilizing the current edition of Roberts Rules of Order when they are not in conflict with the Booster Club bylaws. In the event of a conflict between Roberts Rules of Order, current edition, and these bylaws, these bylaws shall prevail.

Article XI - Indemnification of Officers, Directors, Employees and other Agents

11.1 RIGHT TO INDEMNIFICATION**. Each person (including here and hereafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a Director(s) of the Booster Club, (2) who is or was an officer, agent or employee of the Booster Club, and to whom the Booster Club has agreed to grant indemnity hereunder, or (3) who is or was serving at the request of the Booster Club as its representative in the position of Director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to who the Booster Club has agreed to grant such indemnity hereunder, shall be indemnified by the Booster Club as of the right to the fullest extent permitted or authorized by current legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Booster Club to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs, and expenses, including attorney's fees asserted against the person or incurred by the person in their capacity as such director, officer, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Booster Club may maintain insurance, expense, including attorney's fees, whether the Booster Club would have the legal power to directly indemnify the person against such liability.

11.2 ADVANCEMENT OF EXPENSES. Reasonable expenses expected to be incurred by a person seeking indemnification in defending any action or proceeding may be advanced by the Booster Club before final disposition of the proceeding, on receipt by the Booster Club of an undertaking by or on behalf of the person; that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Booster Club for the expenses.

A. Definitions - "Indemnification - A sum of money paid in compensation for loss or injury.
"Indemnified - to make compensation to for incurred hurt, loss, or damage.