

**MOE AND GENE JOHNSON HIGH SCHOOL
BAND BOOSTERS ORGANIZATION BY-LAWS**

**ARTICLE I
NAME OF THE ORGANIZATION**

The name of this organization shall be the JOHNSON BAND BOOSTERS ORGANIZATION, hereinafter referred to as "JBB". Represented within the Organization shall be: Dahlstrom Middle School, McCormick Middle School, and Moe and Gene Johnson High School.

**ARTICLE II
ARTICLES OF THE ORGANIZATION**

The articles contained herein shall comprise the By-Laws for the JBB and may be amended as necessary at the pleasure of the duly constituted membership. This Organization shall operate as a 501(c)(3) non-profit organization.

**ARTICLE III
PURPOSES OF THE ORGANIZATION**

The purpose of the JBB is to promote the interests of students in the above-mentioned school's Band programs, and to promote closer cooperation between the Band programs, the parents and guardians, and the community.

**ARTICLE IV
POLICIES OF THE ORGANIZATION**

The JBB shall seek to cooperate with the school board and administrators under the guidelines and policies of the Hays Consolidated Independent School District and shall not seek to direct the administrative activities of the school nor to control its policies. The JBB shall not be commercial, sectarian, nor partisan, but shall endeavor through various cooperative fundraising activities to obtain money for special music equipment, individual band instruction, or other activities desired but not readily fundable through regular budgetary channels.

**ARTICLE V
MEMBERSHIP**

Membership in the JBB shall have two (2) classes of members:

- Regular Members: Regular Members of the JBB shall be parents and legal guardians of current band students who remit payment of the membership contribution as established

by the Executive Board. Regular Members shall have full privileges of making motions, voting, and holding office within the JBB. Individual voting members shall pay an annual membership fee which will entitle the voting member to one vote per agenda action item. Family voting members shall pay an annual membership fee (maximum of two [2] members) which will entitle the family voting members to one vote each per agenda action item. All voting member names shall be listed on the membership forms when dues are paid to the JBB. Voting members must be present to vote.

- Associate Members: Associate Members of the JBB shall be current band students, alumni, their family members, and the directors of the Moe & Gene Johnson High School Bands. Associate Members may serve on committees of the JBB, but may not make motions, vote, or otherwise hold office within the JBB. JBB general meetings are open to the public and all are welcome.

ARTICLE VI MEETINGS

General Meetings of the JBB shall be held at least bi-monthly (every two months) during the school year, with the exception of December. General meetings shall be established by the Executive Board and notification provided to membership prior to September 1 of each school year. General meetings may be rescheduled by the Executive Board with at least seven (7) days advance notice to the Members.

Special Meetings may be called by the Executive Board. Notice of the time, place, and purpose of the meeting shall be given using any means permitted by the By-laws with at least seven (7) days advance notice to the Members. No business shall be transacted at a special meeting except as stated in the notice of such meeting.

Membership in attendance shall constitute a quorum for the transaction of business in any duly called meeting of the JBB. Attendance and presence requirements as required by these by-laws may be met through electronic means for any scheduled or called meeting or vote when deemed appropriate by the Executive Officers. Should the Executive Officers deem the use of electronic means appropriate, membership will be provided notification via email and posting no later than seven (7) days in advance.

ARTICLE VII ELECTION OF OFFICERS

A nominating committee composed of three (3) voting members of the JBB, only one of whom

may be a current officer of the JBB, shall be appointed by the President. Only those who are duly constituted voting members of the JBB are eligible to vote. Officers shall be elected by secret ballot. Upon the closing of voting, members of the Executive Board shall immediately count the ballots and make known the results. Notwithstanding Article VI, elections shall be held at the last general meeting of the year.

ARTICLE VIII TERM OF OFFICE

Each officer of the JBB shall be elected and installed at the last general meeting of the year. After the installation of newly elected officers, their terms shall begin. Terms of the outgoing officers shall be considered terminated at that time, excluding the Treasurer who shall remain in place to assist with the transition of financial responsibilities. The Executive Board shall fill any vacancy that may occur during the year.

ARTICLE IX EXECUTIVE BOARD

The Executive Board shall be composed of The President, Vice President(s), Secretary, Treasurer and the Director of Bands, ex-officio. The Executive Board may also create liaison positions or invite committee chairs to attend meetings provided that they are non-voting in nature. The Executive Board shall hold meetings at least bi-monthly (every two months) prior to the General Meeting or as necessary. The Executive Board shall meet upon call by the President or at the request of any two members of the committee. A majority of the Executive Board shall constitute a quorum. A majority shall be defined as one more than half of those members. Duties of the Executive Board shall be as follows:

- To transact necessary business of the JBB between general meetings or other business that may be referred to by the membership.
- To create standing committees when necessary and approve the plans of the committees.
- To fill any vacancy that may occur.
- Disburse funds of the approved budget per Hays CISD and UIL booster guidelines. No one shall be a co-signer on a check that is payable to her/himself.

ARTICLE X DUTIES OF THE OFFICERS

1. Duties of the President shall be as follows:
 - To preside at all meetings of the JBB and all meetings of the Executive Board.
 - To appoint members to all committees.

- To institute meetings of the Executive Board as deemed necessary.
- To be an ex-officio member of all committees except the Nominating Committee.
- To co-sign checks with the Treasurer, Vice President, or Secretary if the Treasurer is unable to sign as primary signatory.
- To collaborate with the Treasurer on deposits and custody of all funds belonging to the JBB.
- To review and sign contracts related to completing JBB business.
- Other duties as mutually agreed.

2. Duties of the Vice-President(s) shall be as follows:

- To attend all meetings of the JBB or preside at any JBB or Executive Board meeting in the absence of the President.
- To be responsible for obtaining assistance in, and coordinating efforts for, local fund raising activities of Moe and Gene Johnson High School, and its feeder Middle Schools.
- To co-sign checks with the President, Treasurer, or Secretary acting as cosigner.
- To review and sign contracts related to completing JBB business if the President is unable to do so.
- Other duties as mutually agreed.

3. Duties of the Secretary shall be as follows:

- To attend all meetings of the JBB and all meetings of the Executive Board.
- To record the minutes of all meetings of the JBB, and all minutes of the Executive Board meetings.
- To keep membership records.
- To co-sign checks and perform other duties as necessary (e.g., correspondence needs, etc.)
- To ensure the posting to the website the draft minutes of the previous meeting and provide notification to all voting members, who have provided a current and correct email address, one week prior to the next general meeting.
- Other duties as mutually agreed.

4. Duties of the Treasurer shall be as follows:

- To attend all meetings of the JBB and all meetings of the Executive Board.
- To create, with collaboration from the Executive Board, each annual budget. The budget for the next school year shall be presented to the general membership for adoption by the voting members at the last JBB meeting of each school year.
- To collaborate with the President on deposits and custody of all funds belonging to the JBB. When cash or checks are received, the following rules apply:
 - Checks may be accepted only for the purchase amount.

- o An acceptable check should contain the maker's name, address, phone number. Post-dated checks are not accepted.
 - o Checks received for deposit will immediately be endorsed with the statement "For Deposit Only" and the club name and account number.
 - o All income must be counted and recorded with a deposit record including two (2) signatures.
 - o Checks or cash must be deposited within three (3) business days.
 - o All receipts must be received by the President or Treasurer within 30 days of the date of the receipt to be eligible for reimbursement. If the receipt is not received within 30 days, the items purchased will be considered a donation to JBB.
- To keep a full and accurate account of the receipts and expenditures of the JBB.
 - To make disbursements as authorized.
 - To present monthly financial statements at the Executive Board Meetings.
 - To present a financial statement at each meeting of the JBB and at other times when requested.
 - To sign all checks with the President, Vice President or Secretary acting as cosigner, ensuring all checks have double signatures.
 - To maintain up to date bank signature cards listing current officers authorized to sign on the accounts and removing officers no longer serving the organization.
 - To prepare, or work with a professional services provider (e.g., accountant) and review the JBB tax return with the President prior to filing.
 - To file the JBB tax return each year by the due date.
 - To make a copy of the tax return and forward to the Director of Bands after filing.
 - To submit accounts annually for audit by a committee of three (3), to be appointed by the President. The committee will make a written report of its findings and submit them to the Executive Board.
 - Other duties as mutually agreed.

ALL OFFICERS SHALL DELIVER TO THEIR SUCCESSORS ALL OFFICIAL MATERIAL WITHIN THIRTY (30) DAYS FOLLOWING THE MEETING IN WHICH NEW OFFICERS WERE INSTALLED.

ARTICLE XI

ACTIONS WITHOUT MEETINGS

Any action required or permitted to be taken at any meeting of the Members, Officers, or committee members may be taken without a meeting, without notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be agreed upon by all Members, Officers, or committee members, as applicable, having voting rights. Such consent may be given and recorded in electronic format if reasonable circumstances require or permit

consent via electronic communication.

Form of Consent. Members, Officers, or committee members may consent to an action without a meeting in either of the following ways: (i) by signing a written consent stating the action to be taken and transmitting such signature in person or by electronic transmission; or (ii) by providing an electronic transmission (i.e., e- mail, text, fax or other written electronic communication) of such consent stating the action to be taken that contains or is accompanied by information from which it can be determined (a) that the electronic transmission was transmitted by the specified individual and (b) the date on which the individual transmitted the electronic transmission. The written consents or electronic transmission of consents shall be filed with the minutes of proceedings of the respective Members, Officers, or committee members. Action so taken shall have the same force and effect as action taken by a vote of Members, Officers, or committee members and may be represented as action of the Members, the Executive Board, or a committee in any certificate or document filed with or delivered to any person.

ARTICLE XII RESPONSIBILITY OF CHAIRPERSON

1. The Chairperson of each committee is responsible for making sure that contemporaneous written records are kept of all meetings.
2. The Chairperson is responsible for forwarding said minutes to the President and the Board Officer with direct oversight of that committee as assigned by the Executive Board within one week after each meeting.
3. It is the responsibility of the Chairperson to inform the boosters of any decisions made by the committee. Chairpersons may inform boosters via a proxy member of the committee or the Board Officer with direct oversight of that committee as assigned by the Executive Board.
4. It is the responsibility of the Chairperson to submit a budget of planned income and expenses to the Executive Board for approval within 60 days of acceptance of position for recurring events. Chairperson must submit a budget no later than ninety (90) days prior to any event that will generate greater than \$50 in expenses. Any changes in expenditures need to come to the Executive Board prior to spending or committing to the expense for approval.

ARTICLE XIII DISSOLUTION

Dissolution of JBB can be dissolved by resolution, failure of the Executive Board to function as determined by the Hays independent School District, or by inactivity. "Inactivity" shall be defined as failure of the organization to meet for a period of 18 months or longer.

A resolution to dissolve passed by a majority vote of the Board may be presented at a meeting of the general membership provided that notice in writing be sent to each Member at least two weeks prior to such meeting. A two-thirds ($\frac{2}{3}$) vote of Voting Members present shall be required to approve the resolution

Upon dissolution of JBB whether by resolution, by failure of the Executive Board to function, or by inactivity, the executive board, after paying or making provision for the payment of the liabilities of the organization shall distribute all of the assets of the organization to the Johnson High School band program, with the intent that the assets be used to further the purposes of the organization to benefit the band students.

ARTICLE XIV AMENDMENTS

These By-Laws may be amended at any regular meeting of the JBB by a two-thirds vote of the voting members present, provided that notice of the proposed amendment shall have been given or emailed and posted at least 7 days before the membership is expected to vote. These By-Laws shall be reviewed by the voting membership and adopted at the last JBB meeting of each school year.

ARTICLE XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition shall govern in all cases, when not in conflict with these By-Laws.

ARTICLE XVI CONFLICT OF INTEREST POLICY

Members of the Executive Board of the JBB serve in a fiduciary capacity and owe a duty of care, a duty of obedience, and a duty of loyalty to JBB. Board members shall conduct themselves with integrity and honesty and act in the best interests of JBB. Disclosure by a board member of any potential or actual conflict of interest is required by the standard of good faith and for the benefit of JBB and protection of each individual. In consideration of JBB, for the protection of its integrity and its 501(c)(3) status, and for our protection, we, the undersigned officers, individually, during our terms of office, shall:

1. Abide by and represent our JBB bylaws, the policies, positions, procedures, purposes and mission statement;
2. Discharge the duties and responsibilities of our individual offices with fidelity, integrity, and honesty and declare any and all personal and/or extended family conflicts of interest with JBB issues, decisions, and funds are involved;

3. Not misuse the JBB's federal tax-exempt status or exemption from sales tax for personal or unauthorized purposes nor disburse funds for any purpose other than authorized, budgeted JBB programs, projects, and activities.
4. Refrain from making slanderous or defamatory comments regarding any individual or organization.
5. Follow the JBB, Hays Consolidated School District and UIL guidelines for fundraising.
6. Abide by the following conflict of interest policy:
 - Board members and/or their families shall not use their relation to JBB for financial, professional, business, employment, personal, and/or political gain.
 - A conflict of interest exists when a board member would have to participate in the deliberation or decision of any issue of JBB while, at the same time, the board member and/or his/her extended family has financial, professional, business, employment, personal and/or political interests outside JBB that could predispose or bias the board member to a particular view, goal or decision.
 - Board members shall declare to the officers of JBB conflicts of interest (i.e., stating the nature of the conflict and pertinent information as appropriate) between their duties of JBB and their, and/or their extended families' financial, professional, business, employment, personal and/or political interests.
 - When a conflict of interest is declared, the board members shall not use his/her personal influence of position to affect the outcome of this vote and shall leave the room during deliberations and the vote. The minutes of the meeting shall reflect that a conflict of interest was declared.

We, the undersigned board members, have read and agree to abide by this policy and understand that the failure to adhere to the above guidelines may result in the termination of the undersigned as board members and will require the immediate return of all JBB property, documents and materials belonging to the JBB.

Amended and adopted on 5/17/22.

**MOE AND GENE JOHNSON HIGH SCHOOL BAND BOOSTERS
CONFLICT OF INTEREST AGREEMENT**

Each Officer shall sign this form. The secretary of the JBB shall make a copy of the form(s) for all signers, and keep the signed originals) with the records of the JBB.

<u>POSITION</u>	<u>NAME/SIGNATURE</u>	<u>DATE</u>
VP	Carmen Fuentes	5-17-22
VP Support	& Michelle Foley	5-17-22
Secretary	Shannon Cameron	5-17-22
VP Events	OMA Ouellet	5-17-22
VP Hospitality	Sheryl Powell	5/17/22
Treasurer	Meredith Kiechmann	5/17/22
VP Fundraising		
VP	John Musgrave	5/17/22
President	Clayton	5/17/22
VP Fundraising		