

BY LAWS

OF

**SAGUARO HIGH SCHOOL
BAND BOOSTERS CLUB**

An Arizona Nonprofit

Draft
September 2018

ARTICLE 1: ORGANIZATION

The Saguaro High School Band Boosters Club (hereinafter referred to as Band Boosters) is a 501c3 nonprofit corporation organized and existing under and by virtue of the laws in the State of Arizona. EIN #86-0331147

ARTICLE II: PURPOSE

Section 2.01

To render service to the Saguaro concert, jazz, and marching band ensembles including all units, subgroups or guards, and percussion ensembles (all being referred to hereinafter as Saguaro Band) through the encouragement of and leadership in voluntary community efforts.

Section 2.02

To provide an avenue of communication between the members of the Saguaro Band and the band community.

Section 2.03

To conduct fundraising activities in such a manner satisfactory to the Saguaro High School Administration, to supplement purchases of instruments, music, accessories, and flags, and to defray expenses of travel and transportation of members for the Saguaro Band and their equipment, to finance awards, scholarships and similar forms of recognition and defray all reasonable Saguaro Band expenses for promotion, advancement of purposes, maintenance and otherwise.

Section 2.04

To provide community outreach assistance to the Director of Bands in regards to recruitment efforts of current and incoming students.

ARTICLE III: BAND BOOSTERS MEMBERSHIP

Section 3.01

Parents and guardians of students enrolled (or previously enrolled in a calendar year) in the Saguaro High School Band program are automatically granted

membership status to the Band Boosters. It is imperative that all parents and guardians take participation in the Band Boosters seriously to directly impact the Saguaro High School Band students. Participation can include volunteering, providing financial assistance as needed, participation in fundraising, securing in kind donations, and serving on a committee as needed.

Section 3.02

Anyone other than parents and guardians (for instance band alumni) interested in the progress and development of the band may inquire with the Executive Board to find a place where their assistance is needed.

Section 3.03

The Band Booster Executive Board reserves the right to decline or revoke membership to any individual for cause. The Executive Board will consult with the Director of Bands before any decisions are made.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 Power of the Board

The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors has the sole right to disburse funds as necessary for the Saguaro High School Band program to run effectively.

Section 4.02 Number of Directors

The number of directors constituting the entire Board of Directors shall not be less than three. The number of directors may be increased or decreased each year based on student participation and parent involvement in the Saguaro High School Band programs.

Section 4.03 Elections and Term of Directors

- A. The initial Board of Directors shall be comprised of those directors named in the Articles of Incorporation.
- B. A nominating committee shall be appointed by the Executive Board at the January meeting of the Band Boosters. The nominating committee shall develop a slate of candidates for the following year's Executive Board and secure the content of the nominees to serve if elected. The Director of

Bands shall be a member of the nominating committee. If there is no general meeting of the Band Boosters during the month of January, the Board President shall convene a special meeting of the Executive Board by January 31 for the purpose of appointing the nominating committee. This committee shall make their report at the Band Booster meeting during the month of March. If there is no general meeting in March, the nominating committee shall make their report to the next general meeting of the Band Boosters. Nominations may be made from the floor at that time.

- C. Officers are to be elected at the March Band Boosters meeting for a term of One Year. If there is no general meeting during the month of March, officer elections shall be conducted at the next Band Booster meeting. Installation of the officers-elect will be held at the final Band Boosters meeting during the school year and terms of office will be effective with installation.
- D. To be elected an officer, the candidate must receive a majority vote of the members present at the Band Boosters meeting.
- E. An officer must have a student currently or previously enrolled in the Saguaro High School Band program and be a member in good standing.
- F. The election of each officer shall be by ballot, unless there is only one candidate for the office, and then by motion from the floor, such election may be by voice.
- G. No officer shall be eligible to the same office for more than two consecutive years unless recommended by the nominating committee.
- H. The voting membership of the Band Boosters shall be defined as follows:
 - a. Each family of a Saguaro High School Band student will be allocated one vote per student. In the event that a single student is represented by two families at a general meeting (i.e. step parents), each of the families will be allocated one half vote.
 - b. The number of votes allocated shall equal the number of students enrolled in the Saguaro High School Band program. The Director of Bands will provide the number of students enrolled to the Executive Board prior to each vote.
- I. In the event that a member of the Band Boosters cannot attend a scheduled meeting, the member may choose to cast their vote by proxy by so indicating in writing. Proxies must include the date of the Band Booster meeting for which it is to be valid. Proxies are only valid for a single meeting and must be signed by the originating Band Booster member.

Signed proxies must be submitted to the Band Booster Secretary for validation prior to the start of a meeting.

- a. Proxy voting may be accomplished by either of the following:
 - i. A member of the Band Boosters will clearly specify in writing how their vote should be cast for a specific vote or votes. The Band Booster Secretary will execute the proxy vote for the member per their direction.
 - ii. A member of the Band Boosters will clearly specify in writing that they designate another Band Booster member as their proxy for voting at a meeting. The Band Booster member who has been named as the proxy will vote for the absent member.

Section 4.04 Newly Created Vacancies

Vacancies in the Board of Directors may be filled at any annual, regular, or special meeting of the Board of Directors. A director elected to fill a vacancy shall serve for the remainder of the term for the vacant position.

Section 4.05 Removal of Directors

Any officer may be removed from office for any valid cause including, but not limited to, failure to carry out the duties of the office, gross neglect or misfeasance in office, inappropriate behavior, or the performance of unlawful acts while performing the duties of their office.

To remove an officer; a petition documenting the reason listed is the basis for the request. The petition must be signed by at least 10% of the total voting membership and presented to the Executive Board. The Executive Board shall call a meeting of the Band Boosters within 30 days of the receipt of a petition with the purpose of voting on the petition. To be removed from office, the petition must receive a two-thirds vote of the members present at the Band Boosters meeting.

Section 4.06 Resignation

Except as otherwise required by law, a director may resign at any time upon written notice to the Board, President, or Secretary. Such resignation shall take effect at the later of the time specified in the notice or on the date the notice is delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 4.07 Quorum of Directors and Action by the Board

Unless a greater proportion is required by law or by the Articles of Incorporation, a majority of the entire Board of Directors (but not less than one-third) shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present, shall be the action of the Board.

Section 4.08 Meetings of the Board

There shall be at least five regular Band Booster meetings per year. Additional or special meetings may be called at the discretion of the Executive Board. Meetings of the Band Boosters may be held at any place in or out of Arizona as may be fixed in the notice of meeting for regular or special meetings.

Section 4.09 Informal Action by Directors; Meetings by Conference Telephone

Any action required or permitted to be taken at any meeting of the Band Boosters may be taken without a meeting if a unanimous written consent, which sets forth the action is (i) signed by each member of the Executive Board and (ii) filed within the minutes of proceedings of the Board.

Section 4.10 Compensation of Directors

The corporation shall not pay any compensation to directors for services rendered to the corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE V: COMMITTEES

Section 5.01 Executive Board and Other Committees

The Band Boosters by resolution adopted by a majority of directors in office, may appoint from among its members an Executive Board and other committees, each consisting of two or more members, and delegate to these committees to the extent provided in the resolutions any of the powers of the Board except the power to (i) amend the bylaws, (ii) elect directors, (iii) increase or decrease the size of the Board, or (iv) approve any merger of the corporation with or into another entity. Other committees not having and exercising the authority of the Band Boosters in the management of the corporation may be designated and appointed by action of the Board.

A. Executive Board

- a. The Executive Board shall be composed of the officers of the organization.
- b. The Director of Bands shall be a non-voting ex-officio member of the Executive Board and all committees.
- c. The Saguaro High School Principal or delegated Assistant Principal shall be an honorary member of the Executive Board.
- d. The Executive Board shall have general supervision of the affairs of the organization.
- e. It shall be the Board President's duty to call a meeting of the Executive Board prior to each regular Band Booster meeting or as deemed necessary by the affairs of the organization.
- f. The Band President or his/her representative shall be an honorary member of the Executive Board.

B. Standing Committees

- a. All standing committees shall be formed as deemed necessary by the Executive Board and Director of Bands.
- b. The members of each standing committee shall be appointed by the chairman of the committee.
- c. All standing committees shall present plans of work to the Executive Board and no work shall be undertaken without the approval from the Executive Board.
- d. The Band Boosters would like to provide the following committees pursuant to the need and availability of volunteers.
 - i. *Communications Committee*: to assist the Executive Board by notifying members via email, newsletter, telephone, and text messaging about special events, Band Booster meetings, and all other pertinent information regarding the Saguaro High School Band Program.
 - ii. *Public Relations/Marketing Committee*: to assist the Executive Board in public relations and marketing for the Saguaro High School Band Program, through the website, social media, and other media channels.

- iii. *Financial Planning Committee*: to assist the Executive Board with ways to develop and execute plans for financing and fundraising for the various band activities (this includes concession sales at football games).
- iv. *Student Coordinating Committee*: to assist the Director of Bands with student fundraising opportunities, including organization, inventory, distribution, and bookkeeping of student fundraising projects.
- v. *Uniform Committee*: to assist in the fitting, altering, distribution, cleaning coordination, collection, and inspection of uniforms and equipment. This committee will make recommendations to the Executive Board on purchasing and replenishing needs for maintenance of uniforms. This committee may consist of a Band Booster member, along with a student representative of the Saguaro High School Band program.
- vi. *Event Committee*: to assist the Executive Board in the planning and execution of events. This includes securing adult chaperones for band activities and functions, hospitality support for band events, along with providing parent support on busses and as needed by the Director of Bands. This committee will assist with band and auxiliary field equipment for performances, distribute water and supplies at performances, insure appropriate first aid materials are available and give additional assistance when requested by the Director of Bands. This committee includes assisting the Director of Bands with field trip coordination. This committee will also plan and organize the annual band banquet, prepare and distribute Band Booster related information at concerts, festivals, and assist with any band related events.
- vii. *Recruitment Committee*: to assist the Director of Bands and the Executive Board with recruitment efforts among current students and incoming students. This committee may also consist of Saguaro High School Band students. This committee will assist with potential band recruitment days, visits to middle schools, and hosting middle school students.

Section 5.03 Service of Committees

Each committee of the Band Boosters shall serve at the pleasure of the Executive Board. The appointment of any committee and the delegation of

authority (such as a committee chairman) shall be at the discretion of the Executive Board.

Section 5.04 Records

To the extent required by the resolution authorizing the formation of a committee or if a committee is exercising the management authority of the Band Boosters, minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each director, including the Director of Bands.

ARTICLE VI: OFFICERS, AGENTS AND EMPLOYEES

Section 6.01 Officers

The Band Boosters shall elect a President, a Vice President, a Secretary, and a Treasurer to the Executive Board. Any two or more offices except those of the President and Secretary may be held by the same person.

Section 6.02 Term of Office and Removal

Each officer shall hold office for the term (not exceeding three years, unless voted on to remain in office) for which he is elected and until his successor has been elected and qualified. Unless otherwise provided in a resolution to the Band Boosters, all officers shall be elected at the annual meeting of the Board. Any officers may be removed by the Band Boosters if it is in the best judgment of the Board. Such removal will be without prejudice to contract rights. The election of an officer shall not itself create contracts.

Section 6.03 Resignation

Any officer may resign at any time by giving written notice to the Band Boosters. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Band Boosters.

Section 6.04 Powers and Duties of Officers

Subject to the control of the Band Boosters, all officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation.

- A. *President:* shall preside at all meetings of the Band Boosters and of the Executive Board and shall be a member ex-officio of all committees

except the nominating committee and shall perform all other duties usually pertaining to office.

- B. *Vice President*: shall act as aid to the President and shall perform the duties of President in the absence of that officer.

- C. *Secretary*: shall keep correct record of all meetings of the Band Boosters and of the Executive Board, and shall perform such other duties as delegated.

- D. *Treasurer*: shall keep an accurate record of all receipts, transactions, and disbursements, showing each activity separately as well as a complete record of all funds, and shall receive all funds due to the organization and make deposits in the authorized depository. All proposed expenditures must be presented to the Executive Board for approval. All approved bills will be paid once signed by two Executive Board officers. Officers shall not sign checks that are payable to themselves. Surplus funds shall be placed at the discretion of the Executive Board in an account that offers the most favorable terms for the Band Boosters. The treasurer shall be responsible for filing any documents, including but not limited to any federal or state tax forms and annual Arizona Corporation Commission submittals, required to ensure the operation of the Band Boosters compliance with any federal or state regulations and laws.

- E. *Auditor*: Band Boosters financials shall be audited annually by an auditor appointed by the Executive Board. The auditor shall not be a member of the Executive Board. The results of the audit shall be made available to the Band Boosters no later than May 1 of each year.

Section 6.06 Compensation of Officers

The corporation shall not pay any compensation to officers for services rendered to the Band Boosters, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Band Boosters, in reasonable amounts as approved by a majority of the Band Boosters.

ARTICLE VII: MISCELLANEOUS

Section 7.01 Fiscal Year

The fiscal year of the Band Boosters shall begin on July 1 and end on June 30 of each year.

Section 7.02 Fiscal Authority of Checks, Notes, and Contracts

The Band Boosters shall determine who will be authorized from time to time on the corporations behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. It is the sole discretion of the Executive Board to determine the disbursement of funds necessary for the Saguaro High School Band program. The Director of Bands will need to advise the Executive Board of any potential and upcoming expenditures in a timely manner for budget creation for the school year.

- A. For expenses that do not directly impact the ability of the Saguaro High School Band to meet their performance commitments or safety/welfare of the band members, the Executive Board shall not, without a vote of the members:
 - a. Appropriate greater than \$300 for any non-budgeted expense
 - b. Appropriate more than \$300 above an approved budgeted line item
- B. A vote of the Band Boosters for expenditures exceeding these thresholds may be conducted via electronic means (email, website, etc.) if the Executive Board determines the decision cannot wait until the next meeting of the Band Boosters.
- C. For all expenditures made by the Band Boosters shall be disclosed at the general meeting in a monthly financial statement. Statements may be distributed to the Band Boosters via email, website, etc. as needed.

Section 7.03 Books and Records

The Band Boosters shall keep complete books and records of account, the activities and transactions of the corporation, minutes of the proceedings of the Board and any committee of the Band Boosters, and a current list of directors and officers of the corporation and their residence addresses. Any of the books, minutes, and records of the Band Boosters may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.04 Amendment of Articles of Incorporation and Bylaws

The Articles of Incorporation of the Band Boosters may be adopted, amended, or repealed in whole or in part by a majority vote of the directors then in office. The Bylaws of the Band Boosters may be adopted, amended, or repealed in whole or in part by a majority vote of the Executive Board then in office.

Section 7.05 Conflict of Interest

If an Executive Board member is aware that the Band Boosters are considering an issue involving any transaction between the Band Boosters and Executive Board; a Board member or family member, including spouse, parent, sibling, child, stepchild, grandparent, grandchild, or domestic partner; or company or organization in which the Board Member is an officer, director, trustee, partner or employee, the Executive Board Member has the duty to take the following actions:

- A. Immediately disclose the existence and circumstances of the transaction to the board in writing.
- B. Refrain from using his/her personal influence to encourage the board or other individual members of the board to enter into transaction.
- C. Physically excuse him/herself from votes involving the transaction.

Revised: September 11, 2018

Presented to the Saguaro High School Band Boosters: _____

Date Approved by the Saguaro High School Band Boosters: _____

President Signature: _____

Secretary Signature: _____

Signed: _____