

Bylaws Of Mabank Band Booster Club A Non-profit Corporation

Spring 2023

Revision A

ARTICLE I – NAME AND CORPORATE OFFICE

1. The name of this non-profit incorporated organization shall be Mabank Band Booster Club, stated in this document as the ‘Booster Club.’
2. The Booster Club office address for mail correspondence and Club records is:
Mabank Band Booster Club
Attention: MHS Band C/O Treasurer
18786 US-175
Mabank, TX 75147

ARTICLE II – PURPOSE

1. The purposes of this non-profit corporation are to serve as a charitable and educational organization, which includes any or all lawful purposes as defined by the International Revenue Code Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
2. Specifically, the Booster Club is organized to support the Mabank High School (MHS) Panther Bands and associated music education programs. Toward that purpose, the Booster Club will engage in the following activities:
 - A. Establish and maintain communication with the Band Director(s);
 - B. Provide support for MHS Panther Band activities;
 - C. Facilitate music education activities for band members;
 - D. Facilitate social activities for band members, their parents, and members of the Booster Club;
 - E. Conduct Fundraisers;
 - F. Provide financial support to the band as deemed necessary by the Band Director(s), as approved by the Booster Club, in compliance with UIL and district school policies, and in compliance with applicable state and federal laws for non-profit tax exempt charitable 501(c)(3) organizations.

ARTICLE III – MEMBERSHIP AND DUES

1. Membership shall be open to all parents and guardians of currently active MHS Panther Band students and feeder Junior High band members. Membership shall also be open to any other individual, group, company, or business interested in assisting and promotion of the purposes and objectives of the Booster Club.
2. Membership application shall be required for yearly membership. Members are requested to donate \$15 to the Booster Club. However, membership will NOT be denied to those who have a child in the band program, cannot afford to make a donation to the Booster Club, and support the Booster Club's purposes and objectives. Yearly membership begins on July 1st and ends on June 30th of the following year.
3. Voting rights and eligibility to hold office are restricted to those members who are in good standing with the Booster Club.
4. "Members in good standing" shall be those members who have submitted a completed membership application form to the Booster Club for the current membership year, possess active Booster Club membership as granted by the Executive Committee, and support the Booster Club's purposes and objectives.

ARTICLE IV – OFFICERS

1. The Booster Club shall have nine (9) elected officers which also comprise the Executive Committee. The officers are: President, Vice-President, Secretary, Treasurer, Color Guard Representative, Senior Class Representative, Junior Class Representative, Sophomore Class Representative and Freshman Class Representative.
2. Terms of office for officers shall be for one (1) year beginning July 1st, and ending June 30th of the following year.
3. Officers shall be elected by a simple majority vote of the Booster Club members.
4. The Nominating Committee shall propose officer candidates before the membership. Nominations may also be made from the floor, with prior consent of the nominee.
5. The following are qualification for officers and officer candidates:
 - A. Officers and officer candidates shall be active Booster Club members in good standing;
 - B. Officers and officer candidates shall be at least eighteen (18) years of age;
 - C. Officers and officer candidates shall be strong supporters of the MHS Panther Band, Band Directors, and band objectives;
 - D. Treasurer and treasurer candidates will have prior experience involving financial and accounting in order to effectively fulfill Treasurer duties;
6. Only one parent, guardian, or family member from a family shall serve as an Booster Club officer at any given time. (i.e. mother and father of a band student may not both serve as officers at the same time.)
7. The President, Vice-President, and Treasurer shall serve as the Booster Club's corporate directors and register as such with the State of Texas and US Internal Revenue Service as required.

8. The President will serve as the Booster Club's Registered Agent for the State of Texas, unless a suitable alternative is identified, and agrees to serve as the Booster Club's Registered Agent.

9. Existing and newly elected officers will support smooth and orderly officer transition to ensure the Booster Club's operations continue uninterrupted. During officer transitions, official Booster Club records shall be transferred to new officers and retained for safekeeping to ensure compliance with the state and federal government regulations for charitable tax exempt organizations.

10. The following duties are assigned to the specified positions and shall be performed while serving in the Booster Club position. The list of duties is not all inclusive and therefore other duties may also be necessary.

A. The President:

- i. Shall preside at Executive Committee and Booster Club meetings;
- ii. Shall represent the Club at Band Director(s) and MISD meetings, UNLESS the president designates otherwise;
- iii. Shall be responsible for interpretation of these Bylaws;
- iv. Shall oversee and serve as ex-officio member of all committees;

B. The Vice-President:

- i. Shall assist the President as necessary;
- ii. Shall serve as the chairman of the Membership Committee;
- iii. Shall oversee special events. Special events include, but are not limited to, the Christmas Parade, Holiday Concert, Spring Concert, and the Annual Band Banquet;
- iv. Shall maintain the volunteer database, including skills and any required credentials.

C. The Secretary:

- i. Shall take and maintain accurate records and minutes of all Executive Committee and General Booster Club meetings;
- ii. Shall assist in the counting of ballot votes;
- iii. Shall keep and have ready to distribute the most current version of the Bylaws and other official documents of the Booster Club;
- iv. Shall handle all correspondence for the Booster Club;
- v. Shall maintain the Club membership roster, including an alphabetized list of all active voting members;
- vi. Shall provide a record of all meetings to the following year's Executive Committee.

D. The Treasurer (Cannot be a MISD employee)

- i. Shall be collector and custodian of all funds of the Booster Club;
- ii. Shall keep current full and accurate accounting of all financial transactions;
- iii. Shall be responsible for protecting the tax exempt status of the Booster Club;

- iv. Shall either personally, or with the aid of an accountant, generate state and federally (IRS) required reports and filings for the Booster Club;
- v. Shall handle all bills to be paid by check and signed by at least two (2) officers of the Executive Committee;
- vi. Shall provide a record of all financial statements and transactions to the following year's Executive committee;
- vii. Shall update state and federal agencies as required by law when Booster Club officers change (i.e. corporation directors, registered agents, IRS taxes, etc.).
- viii. Shall manage and provide payment for private lessons at Director(s) discretion (when the private lessons program becomes available).

E. The Color Guard Representative:

- i. Shall assist the Director(s) and Color Guard Instructor(s);
- ii. Shall work to improve coordination of Color Guard activities and parental involvement, with those of the Band.

F. Senior Class Representative:

- i. Shall identify and ensure chaperones are assigned for all home and away football games where chaperones are needed;
- ii. Shall identify and ensure chaperones are assigned for any concerts where chaperones are needed.

G. Junior Class Representative:

- i. Shall ensure the organization and planning of the Band Banquet.

H. Sophomore Class Representative:

- i. Shall assist the FundRaising Committee with regards to merchandise;
- ii. Shall ensure all Concession dates are fully staffed.

I. Freshman Class Representative:

- i. Shall assist in any hospitality or food needs as requested by the band director(s);
- ii. Shall ensure the Spaghetti dinner is planned/carried out (when done)

11. If the office of President becomes vacant, the Vice-President will temporarily serve as the President until a new President is elected by the Booster Club. Other Executive offices may be temporarily filled by current Executive officers until a replacement can be elected by the Booster Club.

12. Any member or officer may be suspended or terminated from the Booster Club for cause. Officer and/or Member removal from office and/or the Booster Club shall occur if the officer or member acts in bad faith, gross negligence, dereliction of officer duties, excessive absenteeism from executive meetings (3 of more absences during officer term), without utilizing ordinary care, violates Booster Club Bylaws or in a manner that cannot be reasonably believed to be in the best interest of the Booster Club. Removal from office or termination of Club membership requires a 2/3 majority vote of the Executive Board officers.

13. The executive officers shall NOT be personally liable for the debts, liabilities, or other obligations of the Booster Club.

14. Officers of the Booster Club shall be indemnified by the Booster Club to the fullest extent permissible under the laws of the State of Texas. The Booster Club shall have the power to indemnify any agent, director, officer, former agent, former director, or former officer for expenses and costs (including attorneys' fees) actually and necessarily incurred by him/her in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his being or having been such agent or officer.

15. The Booster Club shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, member, or agent of the Booster Club in accordance with the laws of the State of Texas.

ARTICLE V – MEETINGS

1. Executive Committee meetings shall be conducted as part of on-going Booster Club operations and adhere to the following:

A. Regular Executive Meetings will be held each quarter, or as deemed necessary by the Executive Officers;

B. A minimum of three (3) executive committee members present shall constitute a quorum for the transaction of business. All voting issues shall pass by simple majority, unless specified otherwise in these Bylaws;

C. All sensitive matters shall be kept confidential within the Executive Committee meetings;

D. All business to go for a vote before the Booster Club body shall be prepared by the Executive Committee;

E. The MHS Band Directors, MHS Band President, and MHS Drum Majors will be welcome to attend Executive Committee meetings, and are encouraged to do so, UNLESS the meeting involves sensitive private matters, as determined by the Executive Committee.

2. General Booster Club meetings shall be the general meetings of the Booster Club body to discuss and vote on business brought by the Executive Committee, and any business brought by a Booster Club member, or from the floor. At minimum, two General Booster Club meetings shall be held each year:

A. The Annual General Booster Club meeting is a required meeting of the Booster Club and must be held every year. The Annual General Booster Club meeting will be held in May from 6:00-7:00 PM at the MHS Band Hall, UNLESS scheduled otherwise due to conflicts. If the Annual meeting cannot be held as aforementioned, a minimum of ten (10) day advance notice of an alternate time and place will be provided to members. The Annual General Booster Club meeting shall include, but is not limited to, election of Executive Committee members for the succeeding year, presentation of financial standing,

presentation and adoption of the annual budget, and approval of any amendments to the Booster Club Bylaws.

B. The Back to School 'Booster Kick Off' General Booster Club meeting, which occurs before or at the beginning of the academic school year (month of August), shall include, but is not limited to, the introduction of the Band Director(s) and the Executive Committee, presentation of financial standing, presentation of major FundRaising campaigns and distribution of Bylaws.

3. Executive and General Booster Club meetings will be scheduled such as to minimize conflict with other MHS band activities. Meetings will be held at the MHS Band Hall or Cafeteria, unless notified otherwise.
4. Voting members present and a majority of the Executive Committee at Booster Club meetings shall constitute a quorum for the transaction of business. All voting issues shall pass by simple majority, unless specified otherwise in the Club's Bylaws. One vote per Booster Club member family shall be allowed.
5. Proxy voting shall NOT be permitted for any meetings. Members must be physically present at the meeting to vote.
6. Executive and General Booster Club Meeting notices (via email, phone, or verbal communication) should be provided at least 48 hours prior to the scheduled meeting time to the meeting participants, UNLESS specified otherwise in these Bylaws.

ARTICLE VI – EXECUTIVE BOARD

1. The presiding President, Vice-President, and Treasurer shall serve as the Directors of the Executive Board for the corporation. Appropriate state and federal documents shall be updated to reflect personnel changes in these positions when they occur.

ARTICLE VII – COMMITTEES

1. Executive Committee

- A. The Executive Committee shall consist of all officers of the Club: President, Vice-President, Secretary, Treasurer, Color Guard Representative, Senior Class Representative, Junior Class Representative, Sophomore Class Representative, and Freshman Class Representative.
- B. The Executive Committee duties shall include, but not be limited to:
 - i. Preparing annual Booster Club budgets;
 - ii. Monitoring Booster Club financial status;
 - iii. Review and approve fundraising campaigns;
 - iv. Review and approve Nominating Committee candidates which are then offered to the Booster Club for election;
 - v. Preparation of Booster Club meeting agendas;
 - vi. Coordinate with Band Director(s), especially regarding band needs and on-going Booster Club activities;
 - vii. Establish, staff, and task other special committees as needed.

2. Membership Committee

A. The Membership Committee shall consist of the Vice-President, Secretary, and one other Booster Club member (if required).

B. The Membership Committee shall perform the following duties:

- i. Maintain database of all Booster Club members;
- ii. Update contact information of current members as required;
- iii. Track volunteer sign-up sheets so that all assignments are filled/covered.

3. Nominating Committee

A. The Nominating Committee shall consist of three (3) Booster Club members appointed by the Executive Committee for the purpose of placing officer candidates before the membership. Officer nominations may also be made from the floor, with prior consent of the nominee.

B. The Nominating Committee shall perform the following duties:

- i. Identify and vet potential candidates for Booster Club officer positions. Officer positions are: President, Vice-President, Secretary, Treasurer, Color Guard Representative, and Class Representatives;
- ii. Present candidates to the Executive Committee in preparation for the last Booster Club meeting (May) that holds annual elections;
- iii. Present candidates to the Executive Committee as required to fill vacated officer positions.

4. FundRaising Committee

A. The FundRaising Committee shall consist of one (1) Booster Club member, the Sophomore Class Representative, and the Treasurer, who shall act as the Committee Chairperson

B. The FundRaising Committee shall perform the following duties:

- i. Identify potential fundraising campaigns to the Executive Committee for final review and approval;
- ii. Lead and organize fundraising events.

5. Communications Committee

A. The Communications Committee shall consist of a number of Booster Club members deemed necessary by the Executive Body; and shall elect its own chairperson.

B. The Communications Committee shall perform the following duties:

- i. Provide MHS Band information and notices to public media (newspaper, TV, radio, etc.) for public distribution;
- ii. Communicate important information to the Booster Club body, when timely delivery of such information is critical;
- iii. Add and correct all contact data of the Booster Club body members as needed and deliver to the Secretary;
- iv. Create and maintain the Booster Club Website;
- v. Post information on social media after approval by Director(s).

6. Special Event Committee

- A. The Special Event Committee shall consist of three (3) or more Booster Club members and the Vice-President, who shall act as the Committee chairperson.
- B. The Special Event Committee shall perform the following duties:
 - i. Coordinate all matters including, but not limited to, the planning, decorating, chaperoning, and completion of the annual MHS Panther Band Banquet;
 - ii. Coordinate all matters including, but not limited to, the planning, decorating, chaperoning, and completion of the MHS Panther Band Bash;
 - iii. Coordinate all matters including, but not limited to, the planning, decorating, chaperoning, and completion of the MHS Panther Band Concerts.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

- 1. Robert's Rules of Order (current version) [<http://www.parlipro.org/>] shall apply in the conduct of the Executive Committee and the Booster Club meetings.

ARTICLE IX – AMENDMENTS

- 1. Changes to the Booster Club Bylaws shall be performed as follows:
 - A. Recommendations for changes to the Booster Club Bylaws shall be presented to the Executive Committee in the form of written request, for review and discussion. Any Booster Club members may recommend changes to the Bylaws.
 - B. The Executive Committee shall discuss the recommendations and may at their discretion attempt to accommodate the recommendation by means other than an amendment to the Bylaws. If the Executive Committee cannot bring resolution to the matter in a manner satisfactory to the member, the member may bring a motion before the Booster Club body at the next regularly scheduled meeting.
 - C. Changes to the Bylaws must be approved by a two-thirds (2/3) majority vote. Voting on bylaw changes shall be held at the next regularly scheduled meeting following presentation of the motion to the Booster Club, and continued debate on the motion shall be allowed.

ARTICLE X – DISSOLUTION

- 1. In the event of dissolution of the Booster Club, subject to the provisions of the Texas Nonprofit Corporation Act, all assets remaining after payment of the obligations and liabilities of the Booster Club shall be distributed to the Mabank Independent School District Panther Band Account to be used for the benefit of the Mabank High School Panther Band. Should such Account cease to exist at the time of dissolution, such assets shall be distributed exclusively for purposes of the Booster Club in such manner, or to such organizations organized and operated exclusively for charitable, and/or educational purposes as shall at the time qualify as an exempt organization under

Section 501(c)(3) of the Internal Revenue Code and purposes exempt under the Texas franchise tax, as the Board of Directors of the Booster Club shall determine.

ARTICLE XI – OTHER REQUIREMENTS AND RESTRICTIONS

1. The Booster Club shall abide by federal laws, regulations, and specifically those which apply to non-profit 501(c)(3) corporations. Notwithstanding any other provisions of these Bylaws, the Booster Club shall NOT carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. (Reference <http://www.irs.gov/charities/nonprofits/index.html>)
2. The Booster Club shall NOT devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
3. 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. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
4. The Booster Club shall NOT have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
5. The Booster Club shall NOT pay dividends or other Booster Club income to its directors, officers, or members, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Booster Club shall inure to the benefit of any director of the Booster Club, officer of the Booster Club, member of the Booster Club, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Booster Club affecting one or more of its purposes), and no director, officer of the Booster Club, member of the Booster Club, or any private dissolution of the Booster Club.
6. The Executive Committee may by resolution authorize any officer(s) or agent(s) of the Booster Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Booster Club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the Booster Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Unless specifically resolved otherwise by the Executive Committee or governing law, the Booster Club legal and business actions shall require a minimum of two (2) officer signatures for any contract, legal document, financial transaction, debt, check, draft, or asset transfer involving the Booster Club. Deposits to Booster Club accounts shall require one (1) officer signature.

7. On-line banking will be permitted for status and monitoring of Booster Club banking accounts only. On-line payments and transfers from the Booster Club banking accounts shall NOT be authorized. Transfers from checking to savings or savings to checking are authorized with Executive Committee approval.
8. Loans shall not be made to officers or directors of the Booster Club.
9. The Booster Club shall abide by laws of the State of Texas and specifically those which apply to non-profit 501(c)(3) corporations and as specified by the Texas Business Organizations Code. (Reference: http://www.sos.state.tx.us/corp/nonprofit_org.shtml, <http://www.window.state.tx.us/taxinfo/exempt/index.html>, <http://www.sos.state.tx.us/corp/boc.shtml>).
10. The fiscal accounting period for the Booster Club shall be July 1st through June 30th of the following year.
11. The Booster Club must submit information as required by the IRS every tax year.
12. The Booster Club must submit information as required by the laws of Texas.
13. The Booster Club must maintain current and accurate financial records with complete entries of each financial transaction of the Booster Club.
14. The Booster Club must prepare the following annual reports in accordance with the accounting standards of the American Institute of Certified Public Accountants: a statement of support, revenue and expenses, a statement of changes in fund balances, a statement of functional expenses, and a balance sheet for each fund.
15. The Booster Club must keep its records, books, and annual reports at its registered or principal office for three years and make the records available to the public for inspection and copying.
16. The Booster Club's charity and education activities must benefit groups of MHS band members. Booster Club activities, Fundraisers, charity, and contributions will NOT be performed with the objective of benefiting a single band member.

ARTICLE XII – CONSTRUCTION AND TERMS

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Booster Club, the provisions of the Articles of Incorporation shall govern.
2. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
3. All References in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the State of Texas and used to establish legal existence of this Booster Club.
4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions to any future federal tax code.