

# **Constitution and By-Laws of the Central Band Boosters**

## **ARTICLE 1: NAME**

The organization is known as the Central R-3 Band Boosters and is referred to in this Document as The Band Boosters or CBB.

## **ARTICLE 2: PURPOSES AND POLICIES**

Section 1: To individually and collectively lend all the support possible, both moral and financial, that is presently not being provided by the school district, to the Bands.

Section 2: To harmoniously cooperate with school personnel in charge of the instrumental music department and with the school administration in a diligent effort to provide the highest level of music opportunities to participating band students.

Section 3: The Band Boosters shall be noncommercial, nonpartisan, nonsectarian, and nondiscriminatory in regard to sex, age, creed, color, or national origin.

## **ARTICLE 3: MEMBERSHIP**

Section 1: The membership of The Band Boosters shall not be limited. Anyone who wishes to become active in the promotion and development of the Band Boosters may become a member by having his/her name added to the roster of members.

Section 2: The band director shall be a voting member of The Band Boosters.

Section 3: The voting membership shall consist of those members who are parents or guardians of a student enrolled in the instrumental music program or Color Guard at Central R-3 Schools for the current academic year..

Section 4: A simple majority of the voting membership present shall rule at all meetings. The president shall not vote except in cases when the vote would change the result.

Section 5: Boosters must be present to vote during the election of officers. No proxies will be accepted. A simple majority vote rules.

## **ARTICLE 4: MEETINGS**

Section 1: The first regular meeting of The Band Boosters shall be held on the third Tuesday in August. At the meeting, The Band Boosters will set the regular monthly meetings for the school year.

Section 2: Regular meetings will be omitted if the meeting date is a holiday or if school has been canceled for any reason. The Executive Board shall reschedule canceled meetings.

Section 3: The Executive Board may call special meetings.

## **ARTICLE 5: PARLIAMENTARY AUTHORITY**

The rules contained in The New Roberts' Rules of Order shall govern The Band Boosters in all cases to which they are applicable and in which they are not inconsistent with the By-laws of The Band Boosters.

## **ARTICLE 6: OFFICERS**

Section 1: The officers of The Band Boosters shall be a President, Vice-President, Recording Secretary, Treasurer or Co-Treasurers, and two Members at Large, who will generally carry out the business of The Band Boosters and be responsible to The Band Boosters in the performance of their specific duties.

Section 2: The Executive Board's term of office will be one (1) year and will not exceed two (2) consecutive years.

Section 3: Duties of the officers:

### **President:**

- a) a) Conduct all meetings of The Band Boosters.
- b) b) Be a member, *ex-officio*, of all committees.
- c) c) Appoint committees and appoint the chairperson of each as necessary to ensure the responsible operation of The Band Boosters.
- d) d) In general, to perform the duties incident to the Office of the President and such other duties as may be prescribed by the Executive Board.

### **Vice-President:**

- a. Assume all the responsibilities of the President in the absence of the President and shall perform all other duties delegated by the President.
- b. Perform such other duties as may be prescribed by the Executive Board.

### **Treasurer:**

- a) a) Be responsible for keeping a full and accurate record of all financial matters of The Band Boosters.
- b) b) Be responsible for the billing, dispersal, appropriate deposit, and recording of all Band Boosters funds as directed by the Executive Board.
- c) c) Maintain a permanent and accurate set of records detailing all funds received, deposited, and dispersed in a timely manner. These records shall be permanent property of The Band Boosters and shall be available for examination by its members.
- d) d) Be responsible for dispersing of expenditures approved of and authorized by the Executive Board.
- e) e) Give a detailed and accurate report of all receipts and expenditures at all regular Band Boosters meetings.
- f) f) Present an annual audited financial report within two (2) months of the end of The Band Boosters fiscal year. The Band Boosters fiscal year shall be August 1 through July 31.
- g) g) In general, perform all the duties incident to the Office of the Treasurer and such others as may be prescribed by the Executive Board.

### **Recording Secretary**

- a) a) Keep an accurate record of the minutes of all meetings of the Executive Board and all regular Band Boosters meetings; ensure that all notices are given as required herein and be custodian of the corporate records; and shall perform other duties as may be delegated by the President or assigned by the Executive Board.
- b) b) Distribute form to acquire band parent information for roster and publication in the handbook.
- c) c) Maintain an up-to-date roster of all Band Boosters Members and Band Students.
- d) d) Communicate changes of roster to Boosters when necessary.
- e) f) Maintain current information to broadcast important band information to Band Boosters.

Secretary may delegate and request assistance.

### **Section 3: Election of Officers**

- a) a) A nominating committee of three (3) or more Band Boosters members shall be appointed by the President with the approval of the Executive Board

by the January meeting. The Nominating Committee shall present a slate of officers with one or more candidates for each office for election at the March meeting of The Band Boosters. Other nominations will be accepted from the floor at the March meeting and added to the slate of candidates.

- b) b) No more than one member of the same family shall serve as an officer at the same time.
- c) c) The election of officers shall be held at the November general meeting.
- d) d) Boosters must be present to vote during the election of officers. No proxies will be accepted. A simple majority vote rules.

## **ARTICLE 7: EXECUTIVE BOARD/EXECUTIVE COMMITTEE**

Section 1: The Executive Board shall be defined the elected officers of The Band Boosters and the Band Director. The Executive Committee shall consist of the Executive Board and Chairs of the standing committees.

Section 3: The business and affairs of the Association shall be controlled and governed by the Executive Board.

Section 4: At a minimum, the Executive Committee will hold monthly meetings during the entire fiscal year. The Executive Committee shall prepare the agenda for the general membership meetings. A quorum of five (5) (Executive Board and Standing Committee Chairpersons or Co-chairpersons) is required to conduct business.

Section 5: All meetings shall be open for observation and to members who have applied in writing to be placed on the agenda.

Section 6: All voting members of the Executive Board shall have an equal vote, a simple majority of members in attendance rules. The President shall not vote except in the case of a tie.

Section 7: The Executive Board has the right to meet in closed session when required.

## **ARTICLE 8: FINANCIAL**

Section 1: The fiscal year for The Band Boosters shall begin on August 1 and end on July 31 of the succeeding year.

Section 2: The annual financial report of all accounts will be prepared by the Treasurer by July 31 and presented at the first general membership meeting in August. **(to be defined by the Treasurer).**

Section 3: The outgoing President shall appoint a committee of three (3) members **NOT** of the outgoing and incoming Executive Board to review the

Treasurer's books between the time of the installation of the new Board and July 31. A written report goes to the Executive Board with a copy to the outgoing Treasurer.

Section 4: The Band Director will not be held responsible for collecting any monies. The Executive Board will assign an agent as needed for this purpose. All funds collected must be turned over to the Treasurer in a timely manner.

Section 6: In establishing a bank account, the Treasurer(s) and Band Director shall be designated as signers of checks with only one signature necessary. Additionally, in cases where a \$250 expenditure is not budgeted for in the current Band Boosters budget, majority approval by the Executive Committee is required. If the non-budgeted expenditure is greater than \$500, majority approval by the general membership present at a duly called general membership meeting is required.

Section 7: Compensation for officers of The Band Boosters shall be limited to reasonable and actual expenses incurred while conducting business of The Band Boosters.

Section 8: Funds received from Families for financial commitment for overnight trips will be deposited in the Band Booster Account with an accounting ledger showing what each child has toward their account. When planning for a trip funds from fundraising from each child will be credited to their account.

Section 9: Refunds of the Family Financial Commitment will be limited to only those assessments that were paid by check or cash. No refunds will be made for amounts earned through fundraising. The refund request must be made in writing and must be received by the President or Vice President prior to the date the last installment is due, or before the first overnight trip is taken. Refunds may be requested if a student drops out of band, moves out of the district or will not participate in the overnight trip. Should a refund be made, a percentage of the band fees will be deducted. **Under no circumstances will a refund be made after the first overnight trip.** The Central Band Boosters is a not-for-profit organization, and people are buying and donating with the assumption their contribution is going to the Central Band Boosters band programs, not to individuals.

Section 11: The CBB account may be used for the cost of band selected hotel rooms during overnight band competitions and must be in a working capacity for that event, **per CBB account**, at the discretion of the Executive Board. **CBB account must be kept in good standing.**

## **ARTICLE 9: COMMITTEES**

Section 1: There shall be the following standing committees:

- A) A) Trophy
- B) B) Membership
- C) C) Concessions
- D) D) Fundraising
- E) E) Traffic & Parking
- F) F) Program Ads
- G) G) Advertising & Publicity

Section 2: The President, shall appoint the standing committee chairpersons with the approval of a majority of the Executive Board and a majority of the general membership in attendance at a duly called general membership meeting for terms of one (1) year and not to exceed two (2) consecutive years. If a committee is co-chaired, only one person will be designated as Chairperson and will hold a seat on the Executive Committee, the other may represent the committee at Committee meetings but only one will have voting privileges.

Section 3: Other committees may be established by the President with the approval of the Executive Board.

## **ARTICLE 10: GENERAL PROVISIONS**

Section 1: The term "bands" used in these by-laws shall include all bands and associated units (e.g. Color Guard, etc.)

Section 2: If any member of the Executive Board or the Chairperson of any committee is absent for three (3) successive meetings without cause and without notifying the President, his/her office may be declared vacant and the vacancy may be filled by an appointee of the Executive Board.

Section 3: The term of office for the elected offices and standing committee's chairs shall be the entire fiscal year.

Section 4: When a duly elected member of the Executive Board is unable to complete his/her term, his/her office may be filled by appointment by the Executive Board.

Section 5: By-laws will be reviewed every 5 years by the By Laws committee chartered by the President.

## **ARTICLE 11: INDEMNIFICATION**

Indemnification shall be permitted as authorization by the Articles of Organization and Section 351.355 R.S. (1980) or its successor.

## **ARTICLE 12: DISSOLUTION**

Upon dissolution of The Band Boosters and after paying or making provisions for the payment of all liabilities, disposal of all assets shall be by donation to the Central R-3 School District or other qualifying organization as deemed by the Band Booster Executive Board.

## **ARTICLE 13: AMENDMENTS TO CONSTITUTION OR BYLAWS**

Section 1: Amendments to the Constitution or bylaws may be proposed:

- A) A) A: by a two-thirds (2/3) vote of the membership of the Executive Committee or
- B) B) B: by a two-thirds (2/3) vote of the members present at a duly called general membership meeting of the Band Boosters.
- C) C) C: However no amendments may be adopted which would jeopardize the tax exempt status of the organization.

Section 2: The proposed amendment(s) shall be presented in writing at a general meeting for the purpose of discussion and to be voted on at the next general meeting. A two-thirds (2/3) majority of the membership present will be required to pass the amendment.

## PURPOSE AND POWERS

The Corporation is organized and operated exclusively for charitable and educational purposes. More specifically the organization shall be organized and operated exclusively to promote opportunities for musical development for band members at the Central R-3 School District by providing financial support, moral support, and other forms of assistance. And further to operate in connection with and to cooperate with Central R-3 Schools administration officials and personnel in charge of the instrumental music department and associated units to provide the highest level of music opportunities to participating band students.

The organization shall have the following powers, duties, and obligations in furtherance of its corporate purposes.

- A) A) The organization shall have perpetual succession in its organization name.
- B) B) The organization may elect or appoint directors, officers, employees and other agents fix their compensation and define their duties and obligations.
- C) C) The organization may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, or an unlimited amount.
- D) D) The organization may solicit and receive contributions from any and all sources and may receive and hold in trust or otherwise, funds received by gift or bequest.
- E) E) The organization may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- F) F) The organization may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interest issued by others, whether engaged in similar or different business, governmental, or other activities.
- G) G) The organization may make donations in such amounts as the member of trustees shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and time of war or other national emergency in aid thereof; it shall make no contribution for other than religious, charitable, scientific, testing of public safety, literary, or educational purposes or for the prevention of cruelty to children or animals.

H) H) The organization may, to the extent permissible, indemnify every member of the board of directors and every officer against expenses and liabilities, including but not limited to attorney's fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by him or imposed upon such person in connection with the defense of any claim, action, suit or proceeding brought or asserted against him by reason of his being or having been such a member or officer except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in reasonable belief that his action was in the best interest of the corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the organization is advised by counsel that the person to be indemnified did so in good faith. The foregoing right of indemnification shall not be exclusive of other rights to which such a member of the board of directors or officers might be entitled. The indemnification provided shall inure to benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. However, this section shall not limit and shall be controlled by the indemnification powers expressly authorized under Section 2-351.355 R.S.MO. or its successor.

## **COMMITTEES**

### **GENERAL**

In accordance with the by-laws of the CBB, there are nine (7) established standing committees. These committees will be made up of standing members of the CBB. The president, with the approval of both the Executive Board and the general membership, shall appoint the chairpersons. The chairperson's term will normally be one (1) year and will not exceed two (2) consecutive years.

Any potential financial conflict of interest within CBB may eliminate a member from chairing a committee or holding an elected position. Final determination of eligibility shall be rendered by the Executive Committee.

Suggestions for fundraising activities must be presented to the Fundraising Committee. The Fundraising Committee will present these activities to the Executive Board for approval before offering to the Band Boosters.

The by-laws do not delineate the responsibilities of the standing committees, therefore allowing directional changes in the committees at the discretion of

the membership. For the purpose of understanding the responsibilities of each committee, the following guidelines will be used during the 2004-05 school year.

### **ALL COMMITTEES**

The chairperson/co-chair or a designated representative at the monthly general membership meeting shall represent each committee. They should be prepared to give a report at the request of the president of CBB.