

# DOWNEY HIGH SCHOOL BAND BOOSTERS

## BYLAWS

Revised March 2024

### Article I

#### Name and Purpose

**Section 1.01. Name.** The name of this organization shall be DOWNEY HIGH SCHOOL BAND BOOSTERS

**Section 1.02. Purpose.** The organization is organized and operated for the charitable and educational purposes of Downey HS Band, promoting interest in amateur band and color guard activities and encourage competitive spirit and fair play. To cooperate with school agencies to provide band and color guard opportunities above and beyond the normal school opportunities.

### Article II

#### Membership

**Section 2.01. Qualification.** All parents/guardians with a child enrolled in Downey High School Band & Color guard. An active member must be at least 21 years of age and have season costs up-to-date as provided in Article II, Section 2.02. Dues. will be considered active members. The Principal and Assistant Principals shall be non---voting, advisory members of the organization. An entire family shall constitute one active membership entitled to one vote.

**Section 2.02 Dues/Season Costs.** Any active member who is not up to date in season cost payments shall not have voting rights that year. A paid member shall be considered an active member in good standing. Payments may include cash, credited volunteering or fundraising. Please refer to section 6.04 for ending positive balances.

**Section 2.03 Rights and responsibilities.** The active members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

**Section 2.04. Quorum.** The active members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

**Section 2.05. Meetings.** A calendar of meetings will be decided upon in August and January of each year. Additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of ten (10) or more active members in writing to the Executive Board. Only active members of the organization may make a motion, debate issues and vote in elections any motion brought to the floor during a regular meeting. When any question of procedure or protocol arises, which is not expressly covered by the Bylaws, the parliamentary authority shall be Robert's Rules of Order, revised.

## Article III

### Executive Board

**Section 3.01.** Membership. The Executive Board shall consist of the elected officers of the organization.

**Section 3.02.** Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

**Section 3.03.** Meetings. The Executive Board shall meet monthly to prepare for regular meetings and to conduct the affairs of the organization. Additionally, the bylaws will be reviewed at the beginning start of an oncoming Executive Board's term in May/June, with the exiting Executive Board, each year or when an open Executive Board position is filled.

**Section 3.04.** Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

**Section 3.05.** Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06.** Participation in Meeting by Conference Telephone. Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.07.** Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

## Article IV

### Officers and Their Elections

**Section 4.01.** Officers. The officers of this organization shall include one President, one Vice President, a Secretary and a Treasurer. Such additional officer(s) as Ways & Means may be elected or appointed by the Executive Board from time to time.

**Section 4.02.** Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in March of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership at the April booster meeting. Additional nominees may be solicited from the floor

on the day of the election. Nominees must have been active members, in good standing, having complied with all their explicit obligations, while not being subject to any form of sanction, suspension,

or disciplinary censure, for a minimum of one year. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the April meeting of the organization by the members present. Officers shall assume their official duties at the Band Banquet, and will last until the installation of new officers at the following years Band Banquet.

There shall be no more than one elected officer per family at any one time, and must be physically present to cast a vote.

**Section 4.03.** Term. Officers shall serve a one---year term. Officers may be elected for up to two consecutive terms in the same office. No individual shall hold the same office for more than two consecutive terms, unless there are no volunteers to fill the position, and the person holding said position agrees to continue. An elected officer must remain in good standing, having complied with all their explicit obligations, while not being subject to any form of sanction, suspension, or disciplinary censure, for the duration of the term or forfeit the office. When an Executive Board member fails to carry out the duties of their position, the Executive Board may declare that position vacant by unanimous declaration.

**Section 4.04.** Vacancies. Elected officers must remain an active member for the duration of the term or forfeit the office. Any member of the Executive Board may resign their position at any time by submitting a written statement to that effect to the President, in the case of a President resigning the statement shall be submitted to either the Vice President or the Band Director. Any resignation shall be considered immediate and final upon submission of the written statement

- (a) a single vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board. A vacancy of two (2) or more Executive Board members requires a majority vote of the remaining Executive Board members. In the event of three (3) vacancies, a majority vote of the Band Booster members. The positions will be open for nominations and be voted on in a special meeting.
- (b) upon leaving his/her position, through resignation or declaration of the board, Executive Board member shall immediately turn over to the President any and all materials relating to the position. In the case of an outgoing President, such materials shall be turned over to the Vice President or the Band Director. When leaving a position through normal expiration of the term of office, each member shall turn over all relevant materials to his/her successor.
- c) Any Executive Board member that resigns due to life altering events may choose to run for another term the following year.

## **Article V**

### **Duties of Officers**

**Section 5.01.** President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general, supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees.

**Section 5.02.** Vice President. The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice President shall be responsible for setting up the program calendar for the year; for coordinating the school calendar with the Band calendar. The Vice President shall be responsible for setting up and facilitating fund raising activity, and coordinating volunteer help for each activity. Shall manage and keep an accurate tally of the volunteer records.

**Section 5.03.** Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board. In addition, the Secretary is to keep record of previous Executive Board members and their positions.

**Section 5.04.** Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by the budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each regular organization meeting of the membership and at other times as requested by the Executive Board.

## **Article VI**

### **Finances**

**Section 6.01.** Budget. The Executive Board shall present to the membership at the last regular meeting of the membership year, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be submitted to the Executive Board for review and then presented to the membership at a regular organization meeting for a vote.

**Section 6.02.** Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

**Section 6.03.** Loans. No loans shall be made by the organization to its officers or members.

**Section 6.04.** Ending Positive Balance. Any positive balance at the end of the fiscal year may be only used for the following: 1. Sponsorship of a chosen student for the upcoming school year or 2. Ordering of Band Booster sponsored items for students only. Requests for how any positive balance is allocated should be submitted via email/in writing to the Executive Board Members before the end of the fiscal year. If no allocation of the positive funds has been received, the funds will be moved to the Downey High School Band Booster general account.

**Section 6.05.** Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization must have the signature of at least two officers, which will be by the President and Treasurer. In emergency situations another officer that is authorized to sign may in the absence of the President or Treasurer. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required".

**Section 6.06.** Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made the next business day upon receipt of the funds and/or orders of payment.

**Section 6.07.** Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all financial materials will remain on the school premises in a secure location for access by all Executive Board members and review by any booster member upon a 5 business day request; the treasurer must be present during any review, in his/her absence the President or other board member must be present.
- (b) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- (c) all checks must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the corporation shall include above the signature line a notice to this requirement;
- (d) an accountant without check signing authority designated by the Board shall review all bank statements every month; and,
- (e) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

**Section 6.08.** Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more voting members, or including an outside Certified Public Accountant (CPA), of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100,000-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

**Section 6.09.** Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

**Section 6.10.** Record retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

<b>RECORD</b>	<b>HOW TO STORE</b>	<b>PERIOD OF TIME</b>
Year end Treasurer's financial report/statement	Store in corporate record book.	<b><u>Permanent</u></b>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<b><u>Three Years.</u></b> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<b><u>Seven Years.</u></b> Store w/financial records. Destroy after seven years.

## **ARTICLE VII**

### **CONFLICTS OF INTEREST**

**Section 7.01.** Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Downey High School Band Boosters should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Downey High School Band Boosters. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Downey High School Band Boosters. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

**Section 7.02.** Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**Section 7.03.** Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 7.04.** Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Downey High School Band Boosters, or who hereafter becomes associated with the Downey High School Band Boosters. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

## **ARTICLE VIII**

Revision to all Articles and Indemnification, except Article I

## **INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Downey High School Band Boosters may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE IX**

### **AMENDMENTS**

These bylaws may be amended, or reviewed, at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.