

BRAZOS BAND BOOSTERS

BY-LAWS

WALLIS, TEXAS

Adopted September 14, 2022

ARTICLE I - NAME

1. The name for this organization shall be Brazos Band Boosters (“BBB”).

ARTICLE II – PURPOSE

1. BBB is organized exclusively for charitable and educational purposes. BBB shall support the Brazos High School (BHS) and the middle school band programs in reaching band program goals. The term “band” shall include the instrumental groups and the guard (color guard and jazz band). It shall provide financial support to the band and other school related activities as deemed necessary and approved by the membership. It shall provide assistance for band activities as requested by the band director(s). The request must be approved by the Executive Board.
2. All BBB fundraising activities and donations are voluntary. The IRS prohibits requiring people to participate in fundraisers, and prohibits the use of individual accounts. Parent participation is not required for students to participate in band activities.
3. The activities of this organization shall not conflict with the policies of the Brazos Independent School District (BISD), and shall be operated in compliance with the UIL guidelines for Booster Clubs.

ARTICLE III - MEMBERSHIP

1. The Active Membership of this organization shall consist of all parents or guardians of band students currently enrolled in the band programs at Brazos High School and all middle schools. Active Members have the right to nominate, vote and hold office.

Voting on all matters shall be by the Executive Board. Voting members and a majority of Executive Board voting members shall constitute a quorum at the regular meetings.

2. The “Active Honorary Members” of this organization shall consist of persons who have contributed or wish to contribute to the objectives of the organization. Active Honorary Membership may be terminated at the discretion of the Executive Board. Active Honorary Members have the right to vote and nominate persons for an office.
3.
 - A. Additional members shall be accepted until January 1st. Membership shall run from date of enrollment until the first meeting of the following school year.
 - B. Applications received after January 1st will be accepted on a case by case basis and voted on by the Executive Board.

ARTICLE IV - MEETINGS

1. At the beginning of each membership year, the Executive Board will set and announce dates for at least one regular meeting per month during the school year. The Executive Board will provide these dates to the BISD Superintendent, BHS & BMS Principals and BHS and BMS-Appointed Sponsor.
2. Special meetings of the organization may be called by the President with 3 days advance notice, except in extenuating circumstances, in which case no less than a 48 hour notice shall be given.
3. The Annual Election Meeting in May shall consist of the election of officers and any other BBB Business.

ARTICLE V - EXECUTIVE BOARD

1. The Executive Board shall plan, coordinate, and control the activities and conduct other business necessary to the operation of the organization.
2. The Executive Board will meet as directed by the President.
3. The Executive Board shall be allowed to appoint additional members of the organization to serve on the Executive Board, as it deems necessary, to carry out the purpose of the organization. Any and all such appointments shall require the approval of the Executive Board at any organization meeting and shall be valid for the membership year in which such appointments are made.
4. The Executive Board may establish ad-hoc committees as needed for specific purposes. These committees should complete their assignments within the current school year and submit regular committee reports to the Executive Board. All recommendations and actions of ad-hoc committees must be approved at a general meeting. Individuals who have a conflict

of interest shall not be allowed to serve as members of a committee.

5. A majority of the Executive Board shall constitute a quorum for the transaction of business at an Executive Board meeting. An act of the quorum shall be the act of the Executive Board. If a quorum does not exist at any Executive Board meeting, the officers present may adjourn the meeting without notice other than the announcement at the meeting, until a quorum exists.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

1. Officers The elected officers of BBB shall be President, Vice President, Treasurer, and Secretary.
2. Qualifications for Office
 - a. To be considered for an elected office, a candidate shall be an Active Member of the organization and have indicated a willingness to serve as an officer as defined in Article 3.1.
 - b. Only one office may be held by members of the same family for any given membership year.
 - c. Employees of the District shall not serve in a financial capacity of a booster or other parent organization. Financial capacity includes holding positions as treasurer, fund-raising chairperson, or check signer.
 - d. In the event that no Active Member (as defined in Article 3.1) of the organization has expressed a willingness to serve as an officer, the Executive Board may nominate an "Active Honorary Member"(as defined in Article 3.2), to serve in an officer capacity.
3. Election and Term of Office Elections shall be held no later than May 31st of each year at a regular or called meeting of the organization. The annual term of office shall coincide with the membership year of June 1 through May 31.

4. Vacancies A vacancy in the office of President shall temporarily be filled by the Vice President. The Executive Board shall elect a new President from the members of the Executive Board, and whose election is to be confirmed by the general membership at the next regular meeting. A vacancy in an office other than that of President shall temporarily be filled by election of the Executive Board, and confirmed by a vote of the general membership at the next regular meeting.
5. The Band Director(s) reserve the right to approve or reject any or all nominees for officers.

ARTICLE VII - DUTIES OF OFFICERS

1. Officers shall attend all Executive Board meetings. If an absence is necessary, the officer should contact the President and a report submitted, if applicable.

The current officers will be expected to help transition their duties to the newly elected officers, and shall transfer official records to the newly elected officers. Records should be retained per the Internal Revenue Code for booster organizations.

Specific duties of officers are listed below.

The President shall:

- a. Preside over all meetings and appoint committees with the advice and consent of the Executive Board.
- b. Be an ex-officio member of all committees.
- c. Work with all Brazos High School band directors and the directors of the middle school band.
- d. Be authorized to enter into any Executive Board-approved contract or execute and deliver any Executive Board- approved instrument in the name of and on behalf of BBB, or may

delegate that authority as appropriate.

- e. Shall assist other officers as needed.
- f. All materials pertaining to the office will be officially transferred to the incoming President at the end of the May meeting.
- g. Be limited to two consecutive one-year terms in a four-year span.

The Vice President shall:

- a. Organize and coordinate all fundraising activities of the organization. All fundraising ideas shall be presented to the Executive Board for approval.
- b. Assume the duties of the President in his/her absence.
- c. Assist the President in all activities of the organization.
- d. Represent the organization as a member of the BBB unless otherwise designated to another member by the Executive Board.
- e. All materials pertaining to the office will be officially transferred to the incoming Vice President at the end of the May meeting.
- f. Be limited to two consecutive one-year terms in a four-year span.

The Treasurer shall:

- a. Receive all monies of the BBB; shall keep an accurate written record of receipts and expenditures according to standard accounting procedures; and shall pay out local funds only as authorized by the BBB and the Executive Board.
- b. The Treasurer shall post a written statement of accounts at every regular meeting of the BBB and at other times when

- requested by the Executive Board, and give an oral report at each regular meeting and shall provide a copy of the report to the Band Directors, BHS and BMS Principals and the Superintendent of Schools. The Treasurer shall also make a full written and oral summary report of all monetary activities at the last meeting of the year. A copy of each statement is to be filed with the secretary's minutes for audit.
- c. All checks will bear two signatures of the authorized signatories on the checking account. All incoming concession and fundraising funds shall be accounted for by the Treasurer and at least one other active BBB member to ensure accuracy of deposits and expenditures. Additionally, the Treasurer should question any expenditure which may seem excessive and seek approval for such expenditure from the Executive Board.
 - d. The Treasurer's account shall be examined annually by an Auditing Committee of two to three members, who, satisfied that the annual report is correct, shall sign a statement of that fact at the bottom of the report which will be filed for audit. With all accounts in order, all materials will be officially transferred to the incoming Treasurer at the end of the May meeting.
 - e. After the May meeting and before the first meeting of each year, the newly installed Treasurer shall arrange for the updating of signature cards for all bank accounts and investments. All purchasing cards, vendor accounts and membership cards shall also be renewed with the newly elected officers, as required.
 - f. Shall place orders for concession stand supplies and shall assist the Secretary in picking up the orders.
 - g. Be limited to two consecutive one-year terms in a four-year span.

The Secretary shall:

- a. Keep accurate written records of all meetings of the BBB and of the Executive Board; shall post BBB minutes in a prominent location at each regular meeting, shall give an oral report at each regular meeting, and shall perform such duties as may be designated to him/her. All minutes shall be kept indefinitely and filed for audit. The Secretary shall provide a copy of the minutes to the Band Directors, BHS & BMS Principals and the Superintendent of Schools.
- b. Shall be the person in charge of getting workers for events.
- c. Shall make an inventory of the items in the concession stands and report that to the Treasurer for orders to be placed. Shall pick up the orders.
- d. Shall train all volunteers on concession stand duties.
- e. Be limited to two consecutive one-year terms in a four-year span.

Define all roles of the officers:

ARTICLE VIII - SPECIAL AUTHORIZATIONS AND/OR REQUIREMENTS

1. Organization officers elected and appointed may serve without bond.
2. The Executive Board shall consist of the current Officers of the BBB. The members of the Executive Board shall serve until their successors are elected and have assumed their elected position at the next scheduled BBB meeting.
3. Any officer who is unable to perform or fails to perform the

- duties of his/her office as outlined in these by-laws may be removed from office by a majority vote of the current officers of the BBB.
4. Organization monies shall be deposited or invested as determined by the Executive Board into checking account approved by vote of the organization at a regular or called meeting.
 5. All BBB volunteers shall conduct themselves in a manner conducive to behavioral guidelines set forth by the BISD and are subject to all BISD regulations pertaining to volunteers.
 6. The BBB shall have the power to indemnify any officer or former officer of the BBB for expenses and costs (including attorney's fees) actually and necessarily incurred by them, by action in court or otherwise, by reason of his being or having been such officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.
 7. All student activities, parties, meetings, travel, or other gatherings in the name of the band or BBB must be approved by the BHS and BMS Head Band Director. The BHS and BMS Band Director must be present. Participation in any activity or travel associated with BBB activities is a privilege and not a right for all involved. All student and employee travel will be under the auspices of BHS and BMS and all participants will be approved by the BHS & BMS Principals and BISD Head Band Director.

ARTICLE IX - CONFLICT OF INTEREST

1. BBB Executive Board members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. The purpose of these guidelines is to provide general direction so that Executive Board members can seek further clarification on issues related to the subject of acceptable standards of operation. An actual or potential conflict of interest occurs when an Executive Board member is

in a position to influence a decision that may result in personal gain or gain for a relative as a result of BBB's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the Executive Board member is similar to that of persons who are related by blood or marriage.

2. No presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if an Executive Board member has any influence on any material business transactions, it is imperative that he or she discloses to the Executive Board as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.
3. Personal gain may result not only in cases where an Executive Board member, or a relative, has a significant ownership in a firm with which BBB does business, but also when an Executive Board member, or a relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving BBB.

ARTICLE X – WHISTLEBLOWER PROTECTION

1. In keeping with the policy of maintaining the highest standards of conduct and ethics, BBB will investigate any suspected fraudulent or dishonest use or misuse of BBB's resources or misconduct by Executive Board members, consultants, or volunteers.
2. Executive Board members, consultants, and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e., to act as a "whistleblower"), pursuant to the procedures set forth below.
3. A person's concerns about possible fraudulent or dishonest use or misuse of resources or misconduct should be reported to the Executive Board President and Vice President and Head Band Director. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous,

people must be cautious to avoid baseless allegations.

4. All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated to the reporting person and the Executive Board. Investigations may warrant investigation by independent persons such as auditors and/or attorneys.
5. BBB will protect whistleblowers as defined below:
 - a. BBB will use its best efforts to protect whistleblowers against retaliation. Complaints will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that whistleblower complaints will only be shared with those who have a need to know so that BBB and/or BISD can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel.
 - b. Executive Board members, consultants, and volunteers of BBB may not retaliate against a whistleblower. Whistleblowers who believe that they have been retaliated against may file a written complaint using the BISD Formal Notice of Grievance (FNG Local) process.

ARTICLE XI – DOCUMENT RETENTION AND DESTRUCTION

1. In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by BBB in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless

- under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate BBB's operations by promoting efficiency and freeing up valuable storage space.
2. BBB follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time and filed with the Band Director at the end of each school year.
 3. Electronic documents will be retained as if they were paper documents. Executive Board and General Meeting Minutes Executive Board Policies/Resolutions/Bylaws
 - a. Accounting Records Annual Audits
Business Expense Records Invoices Sales
Records (fund raisers, concessions, spirit sales)
Cash Receipts Credit Card Receipts
 - b. Bank Records Check Registers Bank Deposit
Slips Bank Statements and Reconciliations
Electronic Fund Transfer Documents
 - c. Donor and Grant Records Donor Records and
Acknowledgment Letters

Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder.

BBB's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping BBB operating in an emergency will be duplicated or backed up at

least every week and maintained off-site.

BBB's Secretary is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Failure to follow this policy can result in possible civil and criminal sanctions against BBB and possible disciplinary action against responsible individuals.

ARTICLE XII – SCHOLARSHIPS

1. The BBB shall sponsor scholarships each year for college-bound seniors. The number and amount of scholarships shall depend on the current year's finances.
2. College-bound students will submit an Application for Scholarship by May 1 of each year to the Director of Bands.
3. Please refer to the Scholarship Guidelines page in the Brazos Band Website for rules governing the Brazos Band Boosters Scholarship.
4. Recipients will be chosen from these Applications by the Director of Bands and two appointed BBB members that are not related to any applicant. Recipients will be notified in May at the end of year band banquet.

ARTICLE XIII – AMENDMENTS TO THE BY-LAWS

1. Proposed amendments to these bylaws shall be submitted to the appropriate Executive Board authority prior to presentation to the general membership at a regular or called meeting of the organization. The proposed amendments shall be voted upon at another meeting of the organization after the expiration of at least 15 days, but not more than 45 days from the first meeting.
2. Notice of the date, hour, place, and purpose of the voting meeting shall be posted on the Brazos Band Facebook website (announcements or booster section), or given in writing through the band students, or e-mailed to each known member who provided a valid e-mail address, not less than 5 days prior to the meeting.
3. A two-thirds vote of the members present at the voting meeting shall be required for submission of amendments to the bylaws to the Executive Board.