

Article I: Name, Address, and Status

1. This organization shall be known as Manor Band and Guard Boosters (MBGB).
2. The mailing address shall be P.O. Box 851, Manor, TX 78653-0851. The principle place of business and administration shall be in the band hall of Manor High School, within the Manor Independent School District (MISD).
3. The Corporation shall have perpetual existence.

Article II: Purpose

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986 or the corresponding provision of any future federal law. Such purposes include but are not limited to:

1. Provide services and raise funds for all Manor High School (MHS) band and guard activities participated in by MHS Band and Color/Winter Guard and auxiliary unit students.
2. Provide a means to sponsor annual education field trips for students in the MHS band, Color/Winter Guard and auxiliary unit programs.
3. Provide a means to sponsor other various activities in support and at the discretion of the MHS Director of Bands.

Article III: Authority

The MBGB:

1. Does not have the authority to direct the duties of a school district employee. The schedule of contests, rules for participation, method of earning letters, and all other criteria dealing with the interschool band programs under the jurisdiction of MISD Administration.
2. Will operate within all the guidelines set forth in the current issue of the University Interscholastic League (UIL) Constitution and Contest Rules and the UIL Booster Club Guidelines as well as current MISD Booster Club/PTO Guidelines.

3. No Member or Officer has authority to do any act in any matter or bind the MBGB to any requirements, which would be contrary to the requirements for 501(c)(3) status. Any actions by members or officers, which appear to violate this authority may be voided by majority vote at a meeting.

Article IV: Membership

Section I: Voting Members

1. Any parent, guardian, care-taker, or adult responsible for a child in band, guard or any other auxiliary activities is eligible for voting membership in this organization. In order to become eligible to vote, members must read and understand these bylaws. Payment of dues is not currently required.
2. Any parent, guardian, care-taker, or adult responsible for an incoming band, guard, or any other auxiliary student is eligible to vote or hold office effective April 1 prior to entry into Manor Band, Guard and Auxiliary Group.

Section II: Non-Voting Members

Other interested supporters that do not qualify as voting members are encouraged to participate as honorary, non-voting members.

Article V: Board of Directors and Elections

Board of Directors

The voting membership of this organization will elect one representative from each of the grade levels, 9th through 12th, to serve on the Board of Directors. In addition, two or more at large members will be elected on to the Board of Directors. These at large positions may be filled by any eligible voting member. A member who is responsible for multiple children in the band and guard program may represent the grade level of any of their children. Any grade level that is vacant due to a lack of qualified members may be converted to an at-large position. The Board of Directors will then elect which representative will serve which officer or director level position.

Full-time employees of MISD or MISD Board of Trustees shall not serve in a financial capacity of the organization. Financial capacity includes holding positions of Treasurer, Concessions Director, Fundraising Director, or serving as a check signer.

No person who does business with MBGB or other school organization, either as a representative or owner (in whole or in part) of a company, or is in a position to profit financially from the relationship, may serve as an officer of the MBGB or school organization.

No officer or their relations shall serve in the same office for more than two (2) consecutive terms. One who has served in more than one-half of a term shall be credited with having served the full term. In addition, only one member of a family may serve as President, Treasurer, 1st Vice President, Concessions Director, or Fundraising Director at the same time.

Officer level positions are as follows: President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and Parliamentarian.

Director level positions are as follows: Concessions Director, Communications Director, Public Relations Director, Fundraising Director, Alternate Director No. 1, Alternate Director No. 2.

Election Process

1. Nominations for the Board shall start at the March meeting and shall close just prior to the voting at the end of the May meeting.
 - a. Election shall take place at a regularly scheduled meeting with it being announced at least 30 days prior to the meeting.
 - b. The nominee must be present to accept or decline the nomination or must have presented a written nomination acceptance letter to the President or designee.
 - c. After all nominations are submitted, the nomination process shall be closed and the vote will begin.

- d. The Directors shall be elected by written ballot from the voting membership annually in the month of May.
2. Votes will be by secret ballot to be tallied by the current Parliamentarian.
 - a. Nominees may vote for themselves.
 - b. Nominations will be approved by a simple majority vote.
3. The individual running for President must have a child who has served more than one year in Manor Band and Guard.
 - a. Those elected to the Board of Directors will present the nominees who are candidates for the officer positions to be voted on in the May meeting by the general membership.
 - b. Officers and Directors shall assume their official duties on July 1st.
 - c. Officers shall serve for one year.
4. Vacancies occurring in any elected office shall be filled by a majority vote of the voting membership at any regular meeting. Notice of such election shall be given thirty (30) days prior to the general membership body.

Article VI: Recall of Officers and Directors

An officer or director may be subject to recall for failure to perform duties and/or misappropriation of funds. An officer or director may be evaluated for recall if they have three (3) unexcused absences to the monthly meeting.

In the event an allegation is made against a Board of Directors member, a committee of three officers will be formed to investigate the cause for concern and make a recommendation to the Board of Directors for retention or removal. A Band Director will act as an advisor to this committee. The Board of Directors will vote on the committee's recommendation. A majority vote by the Board of Directors shall constitute retention or removal of the officer by secret ballot tallied by the Parliamentarian.

Article VII: Duties of the Officer and Directors

1. President:
 - a. Call meetings as provided in the by-laws
 - b. Set the agenda and preside at all meetings

- c. Serve as ex-officio member of all committees
 - d. Serve as liaison between the MBGB and the Band Directors
 - e. Assemble, as needed, committees to conduct the business of the organization
2. Vice President:
- a. Serve all the President's duties in the absence of the President
 - b. Serve as ex-officio member of all committees
3. Field Operations Director:
- a. Be responsible for all on-field and/or on-stage ancillary matters associated with the band's participation in special events and/or performances
 - b. Be responsible for the coordination of volunteers needed to carry out necessary duties, to include but not limited to:
 - i. Distribution of half-time drinks
 - ii. Distribution and collection of Marching Hat plumes
 - iii. Distribution and collection of water bottles
 - iv. Movement of Drum Major and Pit Equipment for half-time shows
 - v. Act as liaison between the MBGB and the Band Directors for matters pertaining to event support for the band
4. Secretary:
- a. Record the minutes of all generals and Board of Directors meetings
 - b. Maintain the meeting sign-in lists
 - c. Be responsible for the posting and/or distribution of recorded minutes
 - d. Be responsible for archival of recorded minutes
 - e. Be responsible for maintaining all documents pertaining to the organization's operation
 - f. Be responsible for any correspondence or acknowledgement letters for organization activities
5. Treasurer:
- a. Have responsibility for all funds of the organization

- b. Keep accurate accounts and records pertaining to the financial business of the organization, including but not limited to, all banking account records, receipts, and tax documents
 - c. Be responsible for the timely filing of all necessary tax documents
 - d. Report fully at each regular meeting, and at any other point as requested by the Board of Directors, on the financial status of the organization
 - e. Submit accounts on an annual basis or as requested by the Board of Directors, for audit
 - f. Be responsible for ensuring that necessary “seed money” is available at all organization functions that require cash on hand
 - g. Notify the bank of any changes in officers or authorized signatures on the account
 - h. Designate another member of the Board of Directors to collect funds at organization fundraising activities when not present personally
6. Concessions Director:
- a. Be responsible for any concession stands/areas for which the organization has primary responsibility
 - b. Oversee all matters pertaining to operation of concession stands/areas including, but not limited to:
 - i. Menu development
 - ii. Product inventory
 - iii. Purchasing or delegation of purchasing inventory and supplies
 - iv. Coordination of volunteer duties
 - v. Submit for approval to the Board of Directors, those matters relating to concessions, which may be deemed to have a significant impact on the operation, organization, or fundraising ability of any concession stand/areas for which the MBGB has primary responsibility
7. Communications Director:
- a. Be responsible for the establishment and maintenance of the organization’s annual membership roster

- b. Be responsible for establishment and maintenance of the organization's telephone tree
 - c. Be responsible for the establishment of the organizations volunteer roster
 - d. Be responsible for overseeing the timely reminder notification of event volunteers
 - e. Act as liaison between the MBGB and the Band Directors for matters pertaining to communications for the Band and Guard
 - f. Serve as the chairperson of the Communications Committee if such has been established. Annual establishment of this committee will be at the discretion of the Communications Director
8. Fundraising Director:
- a. Be responsible for oversight of all fundraising activities (excluding concessions operations) sponsored by the organization. Specific activities will be voted upon by the general membership
 - b. Other duties shall include, but are not limited to:
 - i. Research and development of fundraising activities
 - ii. Design, print and/or obtain all material necessary for the completion of each fundraising event
 - iii. Be prepared to fully report to the Board of Directors and the general membership as to the status of all ongoing fundraising activities
 - iv. Act as liaison between the organization and the Band Directors for matters pertaining to ongoing fundraising activities
 - v. Serve as the chairperson for the Fundraising Committee if such has been established. Annual establishment of this committee is at the discretion of the Fundraising Director
9. Ad Hoc No. 1 and No. 2:
- a. Will serve as committee chair for any standing or ad hoc committees formed or will step in as one of the named Directors above in the event of the departure of a Director
10. Parliamentarian:

- a. Not be eligible to vote
- b. Attend all meetings and advise on the matters of parliamentary procedure
- c. Act as vote tabulator on all written and secret ballots

Article VIII: Standing Committees

Such standing committees shall be appointed by the President of the MBGB or the Executive Board shall from time to time as deemed necessary to promote the purposes and carry on the work of the MBGB.

Article IX: Meetings

1. **Regular Meetings** – General membership meetings of the MBGB shall be held regularly at a time and place announced to the general membership. Normally regular meetings shall be held on the first Monday of each month, except in January and September when (because of holidays) meetings will normally be held on the second Monday. Before adjourning any regular meeting, an announcement will be made of the time and place for the following meeting.
2. **Notice of Regular Meetings** – Although not all members necessarily have access to email, it is MISD policy to issue email addresses to all students. MISD currently uses a service named Charms to track all students, including their email address and email addresses for their responsible adults. As long as notice is sent at least 10 days in advance of meetings to all parents and students via Charms (or any system MISD uses to replace Charms), failure to announce the time and date of a meeting prior to that time will not be the basis for challenging to the validity of actions at the meeting. Using Charms doesn't preclude notifying members additionally using other media.
3. **Special Called Meetings** – When required by circumstances to act quickly, the President may call meetings with as little as three (3) days notice, using the method described in the Notice paragraph above. However, any action taken at a Special Called Meeting must be reported at the next Regular

Meeting so that the membership is given an opportunity to review and revise the action. Presenting and approving minutes of the Special Called Meeting will satisfy this requirement.

4. **Quorum and Voting** – a quorum for transacting business at a meeting shall consist of a majority vote from the Board of Directors and any number (including zero) members who are not directors. A member must be present to vote. The officer presiding over the meeting may make motions, speak on them, and vote.
5. **Tie Votes** – When a motion under consideration failed to receive a majority vote and therefore fails. Any motion, however, whether it passes or fails, may be reconsidered if proper parliamentary procedure is followed (motion, second, majority vote).

*For the purpose of this Article, “publishing” a document can include printing paper copies to hand out to all members present at a meeting, passing a single or multiple copies so that each voting member has had an opportunity to view it, and/or displaying legible copies using printed or electronic media so that all voting members can view it.

Article X: Financial Operations

1. Fiscal year – The organization’s fiscal year shall be from July 1 through June 30
2. Deposits – The treasurer will verify all income. The treasurer or designee will make all deposits.
3. Signature authority – Will be limited to the President, 1st Vice President, and Treasurer. One of these outgoing officers shall provide general meeting minutes authorizing who will have signature authority for the upcoming fiscal year. In the event of an officer change during the fiscal year, one of these officers will also provide general meeting minutes authorizing the new signature(s) to the bank. Two signatures will be required on all checks over the amount of \$500, as approved by the membership in the September 8, 2014 general Band and Guard Boosters meeting.
4. Budgets:
 - a. Start-up – The outgoing Executive Board will submit a “start-up” budget for the next fiscal year to the General Membership at the May meeting. This start-up budget will authorize the incoming Executive Board to spend whatever amount is approved at the May meeting as start-up funds prior to the August meeting.
 - b. Regular – The President, after consultation with the Executive Board and Band Directors, will submit a budget for the upcoming school year to the General Membership for approval at the August meeting.
 - c. Existing Committees will submit budget requests to the President by the May Executive Board meeting.

All assets and earnings of the Corporation shall be exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its directors, officers of any private person, except that the Corporation shall be empowered to pay reasonable compensation for services

rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

Notwithstanding any other provision of these bylaws, the Corporation will not carry any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, or distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers. Directors or officers shall not be liable for the debts of the Corporation.

No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall now:

- A. Fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on the undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

- D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the authorized check signer as described elsewhere in these bylaws. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation. No Director, officer or agent shall have the authority on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, or national origin.

The MBGB shall adopt and follow a conflict of interest policy, as required by the Internal Revenue Service, for maintaining compliance with 501(c)(3) non-profit status.

Should the organization be dissolved, any monies remaining in the treasury shall be transferred to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code, 1986, or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets

will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of in a manner designated by, the state court having jurisdiction over the matter. If it is legally possible to do so, preference will be to distribute the assets to the Manor ISD Band Activity Fund to be used solely for the Manor ISD Band as requested by the Band Directors.

Article XII: Parliamentary Authority

Observance of the bylaws adopted by the organization is essential for the orderly conduct of business. Officers and members should be familiar with the rules they have accepted. A copy should be available at every meeting of the organization. This is the responsibility of the Secretary. The rules contained in the current edition of Robert's Rules of Order shall govern the MBGB in all cases in which they are applicable, provided they are not inconsistent with these bylaws or any special rules of order the MBGB adopt.

Article XII: Amendments

These bylaws shall be amended at any general membership meeting of the organization, provided:

1. A quorum of the Board of Directors is present
2. Notices of the proposed amendments are given at least (30) days prior to the meeting at which the amendment is voted upon.
3. The proposed amendment is approved by a 2/3 majority vote of voting membership present.
4. The amendment is not inconsistent with the objectives of the organization.

Approved this ____ day of _____, 2015.

Signed _____

Secretary Name
Secretary

Manor Band and Guard Boosters 2014-2015
P.O. Box 851
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