

# By-Laws of:

## **Nimitz High School Band Boosters Association**

### **Preamble**

Nimitz High School Band (including all Color Guards and all Drum Lines) Boosters Association, a booster organization of the Aldine Independent School District, provides an opportunity to be involved in a program that will give encouragement and support to the AISD Fine Arts Program and, in particular, a high quality band program. The desire of this organization is to support the continued development and growth of each of the band students at NHS so that each student may enjoy high quality instruction and extra curricular experiences that will contribute to a responsible, mature person both intellectually and socially.

### **Article I: Name**

The name of this organization is the Nimitz High School Band Boosters Association and shall be hereinafter referred to as Boosters.

### **Article II: Purpose**

The sole purpose of these Boosters shall be the further development of the Nimitz High School Band Program. These Boosters shall honor all policies of the Aldine Independent School District. These Boosters shall work in harmony and cooperation with the Band Director who shall act as "spokesman" for the Band to inform the Boosters when their services are needed; and also as spokesman for the Boosters to clear all proposed Boosters activities with the School Principal before the Boosters proceed with the said activities.

### **Article III: Membership**

Section 1: Any Nimitz Band Student's parents or guardians or interested parties are eligible to become members of the Boosters.

Section 2: The privilege of holding office, making motions, debating and voting shall be limited to members who currently have students in the Band. Any person who is not a parent or guardian of a current Nimitz Band Student, but is interested in being supportive of the Band may become a non-voting member of the Boosters.

### **Article IV: Officers and Their Election**

Section 1: The officers of the Boosters shall be President, Vice President, Secretary, Treasurer and Multimedia Officer. These officers shall be elected annually at the beginning of the school season, by majority floor vote, to serve for one year, and shall be installed at the same meeting. If there should be only one nominee for each office a floor vote shall be made for or against the nominee. No officer shall be eligible to serve in the same office for more than two consecutive years with the exception of Multimedia Officer. No officer shall hold more than one position with the exception of the Multimedia Officer

Section 2: Nomination for officers shall be made on the floor at the time of the election, and must be seconded. Nominations can be made by any parent of a band student. Nimitz High School Band staff have the option to make

recommendations before nominations are held. If nobody is nominated for office by a parent the nomination goes to a candidate nominated by Nimitz High School Band staff. All Nominees must be members eligible to hold office as stated in ARTICLE III, Section 2. The placement of new officer positions must pass by majority vote by the Booster officers on their next scheduled meeting.

Section 3: A vacancy occurring in any office, except President, shall be filled on the next Booster meeting using the established nomination process. Should the office of the President become vacant, the vacancy shall be filled by the Vice-President. The resulting vacancy of Vice-President shall be filled per ARTICLE IV, Section 3.

#### **Article V: Officers and Their Duties**

Section 1: The President shall support the Nimitz High School Band staff in the capacity of which they are asked, coordinate volunteers for scheduled band events, manage Band Booster storage inventory (including emergency supplies) and find ways to improve the Booster experience and interaction with the students, directors and parents. The President shall preside over Booster and Booster Officer meetings and appoint special committees if needed. The President may delegate these responsibilities to other officers on a limited and as-needed basis. In the event that the Treasurer is momentarily unavailable to fulfill their duties, the President will be able to act upon the said duties.

Section 2: The Vice-President shall be the assistant to the President and carry out any of the duties of the President upon request of the President. In the absence of the President, the Vice-President shall perform the duties of the President and has full delegation rights during this time.

Section 3: The Secretary shall keep an accurate record of the minutes of all meetings in a bound book and submit these minutes for approval at each meeting. Correction shall be made to the original minutes in red. The minutes of each meeting shall be signed by the Secretary's given name. Should the Secretary be absent from the meeting, it must be recorded in the minutes, the name of the person taking the minutes. The Secretary shall conduct all correspondence of the Boosters, purport same to the Boosters, and keep a complete set of Current By-Laws. The Secretary shall perform such duties as may be delegated to the office of Secretary.

Section 4: The Treasurer shall receive all money for the Boosters and deposit same in the Nimitz High School approved bank in the name of Nimitz High School Band Boosters Association. ALL Funds raised by the Boosters must be deposited on a regular school day. All checks shall be drawn by requisition to the President and shall be signed by the President or the Treasurer. The Treasurer shall present a statement of account at a regular meeting and shall submit the books for audit before the last existing meeting of the year. The Treasurer shall perform periodic audits of all Booster accounts and report any abnormal activity to the President and Nimitz High School Band staff.

Section 5: The Multimedia Officer is responsible for having photos taken of Nimitz Band performances. Video of halftime performances for review by the band directors must be provided on request, Other video recordings are optional. The Multimedia Officer is responsible for the distribution of these photos and videos by means accepted by the Booster Association. They shall also be responsible for maintaining the Boosters web presence. If needed they may delegate tasks for maintaining the web presence.

#### **Article VI: Meetings**

Section 1: Meetings of the Boosters shall be held regularly, on a monthly basis, during the Band/School Year at such time and day as agreed upon by the Director and Booster officers. Such meetings shall not interfere with school activities, school holidays, or any band activities during Marching Season, fall competition, or spring competition or preparations therefore. In cases of conflict, the Director shall act on a postponement of said meetings and notification be distributed to the full membership. The members present shall constitute a quorum to conduct a meeting and all decisions made there from and shall be as if all members were present and voting.

Section 2: The Boosters have the option to form an Executive Committee that shall consist of the Officers, the Band Director, and the school Principal. The school Principal shall not have the power to vote or hold any regular office of the Boosters, but shall have the authority to offer suggestions and give school permission for Boosters Activities.

Section 3: Executive Committee meetings shall be held when deemed necessary by the President and Band Director. The President and Band Director shall set the time and place of the meeting. A simple majority is required to conduct an Executive Committee meeting and all decisions made there from shall be as if all members were present and voting.

#### **Article VII: Parliamentary Authority**

The proceeding of this organization shall be governed by these By-Laws herein and, where not in conflict with these By-Laws, by a current edition of Roberts' Rules of Order in all cases to which they are applicable.

#### **Article VIII: Amendments**

Any amendments or revisions to these Bylaws must be presented in the next Officer meeting and approved by the officers in attendance before presenting to the next Booster meeting. The amendment(s) or revision(s) must be submitted in writing with the notification of the meeting.

All motions calling for amendments or revisions of the Bylaws must be ratified by a majority vote of the members present at the next regularly scheduled meeting.

No voting by proxy shall be accepted.

#### **Article IX: Removal of Officers**

Any officer or member of the Executive Committee may be relieved from office for misuse of the Boosters funds or any other action deemed detrimental to Nimitz High School or the Band Booster Association. A special committee composed of the elected officers of the Boosters shall review such misuse or action. The school Principal shall chair the committee. Any action taken by the committee shall be after a simple majority-carrying vote.

#### **Article X - Quorum**

All regularly stated meetings shall not require a definite quorum in order to conduct business except for motions calling for amendments or revisions to the Bylaws which must be ratified by a majority of members present at the next regularly scheduled meeting. (Article VIII.)

All called officer meetings shall have at least fifty percent (50%) of the officers present to have a quorum.

All motions must pass by at least fifty percent (50%) of those present. There shall be no proxy voting.

#### **Article XI - Dissolution**

Upon dissolution, all Band Booster assets shall be liquidated and the funds held and expended by AISD in accordance with the purposes of this organization, until all such funds are expended.

#### **Article XII - Duty of Care/Conflicts of Interest**

Good Faith Stewardship. The officers shall exercise the utmost good faith in all deliberations involving the Boosters' interests. In particular, they will not use their position as officers to benefit themselves, or others they may represent, to

the detriment of the Boosters. In evaluating the Boosters' best interests. Officers are expected to make reasonable inquiries into reports, financial statements, and other data presented to them from competent sources. Having exercised such reasonable inquiry, an officer shall have no liability if the resulting decision fails to uphold the Boosters' public or charitable purpose.

**Recusal from Voting.** An officer having a conflict of interest on a matter under consideration by the Booster Officers or a committee shall not vote on that matter. An officer is expected to disclose any such conflict of interest. If one officer raises the possibility of a conflict by one or more officers, the question of a conflict will be decided by a majority of the other officers present at the meeting. An officer with a conflict will be counted for purposes of determining a quorum only, but will not have voting rights. The existence of disclosure of a conflict of interest, and any subsequent abstention, shall be recorded in the minutes.

**Statement of Position.** An officer with a conflict of interest may not try to influence other officers' decisions, but may briefly state his or her position on the matter or answer pertinent questions from other officers.

**Compliance.** The President will promptly advise each new officer of the policy on duty of care and conflicts of interest. Officers will be asked on a regular basis to assess their continued compliance with the policy on an annual basis.

**Indemnification.** The Boosters indemnify, to the full extent permitted by laws, every director, officer and agent of the organization made a party to a proceeding because he is or was a director, officer, or agent of the Boosters. This indemnification applies to (a) every proceeding whether threatened pending or completed, (b) every former and present director, officer or agent. At its option, the Boosters will represent the director, officer, or agent to the extent permitted by law, or reimburse reasonable expenses of any director, officer, or agent in connection with such a proceeding. The promises and obligations of this section do not apply if the director or officer shall finally be adjudicated in such proceedings to have acted in bad faith and to have been liable by reasons of willful misconduct in the performance of his or her duty as such director or officer.

**Liability of Directors and Officers.** No director or officer shall be personally liable to creditors for any indebtedness or liability of the Boosters.

### **Article XIII - Instruments and Funds**

**Execution of Instruments.** The officers, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Boosters to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Boosters by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. All contracts and other legal instruments which bind the Boosters must be approved by the officers, and co-signed by both the President and Treasurer.

**Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the Boosters in such banks, trust companies, or other depositories as the officers with NHSBBA approval may select.

**Gifts.** The officers may accept on behalf of the Boosters any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.

#### **STANDING RULES**

1. The Band Director shall be an ex-officio member of all Committees.
2. The Band Director shall not be eligible to hold any office in the Boosters but shall serve as Consultant Advisor to all officers.

3. The Band Director shall not have the power to vote in the Boosters but shall offer suggestions,, and serve as Advisor to inform the Boosters of upcoming events in which the Band will participate.
4. A copy of the Boosters By-Laws shall be given to all new members.
5. The boosters presiding officers shall invite the Student Band Officers to attend the boosters meeting to represent the student's view to the Boosters members.

#### **Certificate of Authenticity**

This is to certify that the foregoing is a true and correct copy of the Amendments of the Nimitz High School Band Booster Association Bylaws amended September 7, 2021. This amendment has been approved, in accordance with Article X, by two thirds ( $\frac{2}{3}$ ) vote of those members present at the September 7, 2021 Booster meeting. Notice of the proposed amendment(s) and/or revision(s) was notified and distributed August 5, 2021.

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Terrence Mann, President