

**SEVEN LAKES HIGH SCHOOL BAND BOOSTERS, INC.  
BY-LAWS  
(Revised December 1, 2016)**

**ARTICLE I. NAME**

The name of the organization shall be the Seven Lakes High School Band Boosters, Inc.

**ARTICLE II. REGISTERED OFFICE AND REGISTERED AGENT**

The principal office of the Corporation, in the State of Texas, shall be located at 9251 South Fry Road, Katy, TX 77494, County of Fort Bend. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by majority vote of the Members.

**ARTICLE III. PURPOSE**

The purpose of the organization will be to provide financial assistance and spontaneous service to the band program at Seven Lakes High School located in Katy, Texas. The organization shall promote a positive image to the students, aid in the development of student involvement, promote student leadership, support the school's curriculum and activities, assist and support the band director, as well as other objectives that are necessary, desirable, and consistent with the purposes as set forth above. The group shall operate within the laws of a true non-profit organization in that no part of its earnings shall inure to the benefit of an individual or group of individuals. All financial distributions shall be made for the furtherance of one or more of the purposes above.

**ARTICLE IV. MEMBERS**

**Section 1.** Parents or guardians of students who are members of the Seven Lakes High School Band will be eligible for membership in the Seven Lakes High School Band Boosters, Inc.

**Section 2.** Honorary members may be elected by the Executive Board (hereinafter referred to as the "Board") of Seven Lakes High School Band Boosters, Inc. This membership is generally reserved for alumni, past members, and those who have made a significant contribution to the band program but do not have a child in the band. Honorary members do not have voting privileges and do not pay dues.

**Section 3.** All eligible members meeting the above qualifications will be required to pay the yearly dues that will be established by the Board. Members will not be considered active until such dues are paid.

**Section 4.** Only active members shall be entitled to vote.

**Section 5.** Only active members with a child or children in the band shall be entitled to hold a Board position.

**ARTICLE V. THE BAND DIRECTORS**

The Band Directors will serve in an advisory capacity to the Board and General Membership.

**ARTICLE VI. BOARD**

**Section 1.** The affairs of the Corporation shall be managed by the Board Officers including, without limitation, the hiring, dismissal and retention of any or all of the officers and/or employees of the Corporation.

**Section 2.** The Board will be elected by General Membership to fill the officer positions. Each office, with the exception of Lead Treasurer and Co-Treasurer, can (but is not required to) be occupied by a two-member team (which may include a family unit team.) Though a two-member team may hold an office, each office has only one vote on the Board. Either member may execute actions duly approved by the Board. A family unit cannot hold multiple offices. In the case of the Lead Treasurer and Co-Treasurer posts, the two positions also have only one vote on the Board. Either member may execute actions duly approved by the Board and outlined in the duties of the job as defined in these by-laws.

**Section 3.** The number of Board members may be altered from time to time by resolution duly adopted by the Members of this Corporation; however, at no time shall the number of Board Members be less than five (5).

**Section 4.** Meetings of the Board shall be held before each General Membership meeting. The Board meeting may be waived if the President determines there is no old or new business that needs to be brought to the General Membership and Board.

**Section 5.** The annual members' meeting shall be held at the registered office of the Corporation, at such date, time and location as shall be agreed to in writing in advance by three-fourths (3/4ths) of the Board. The annual meeting may be held in conjunction with the General Membership meeting.

**Section 6.** Special meetings of the Board may be called by or at the request of the President or any two (2) Board Members. The location of these special meetings may be held either within or outside the State of Texas. Notice of the special meetings of the Board of Officers shall be given at least 24 hours prior by written notice delivered personally, sent by mail, fax, or e-mail to each Board Member at his address as shown by the records of the Corporation.

**Section 7.** At all meetings of the Board the presence of at least a majority of the Board Members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the Board Members then in office shall be the act of the Board Members, except as may otherwise be specifically provided in statute or by the Bylaws.

**Section 8.** Upon the occurrence of any vacancy on the Board such shall be filled by the majority vote of the Board Members then remaining in office. Any vacancy of the Board created by reason of an increase in the number of Board Members shall be filled by the majority vote of the Members at any meeting of the Members. A Board Member elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

**Section 9.** Board Members as such shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefore as approved by the Board.

**Section 10.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all members of the Board. Unless otherwise restricted by the Articles of Incorporation, subject to the provisions required or permitted by law and these Bylaws for notice of meetings, members of the Board participate in and hold a meeting of such

Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**Section 11.** Any Board Member may be removed with justifiable cause at any meeting of the Board Members of the Corporation by the affirmative vote of a majority of all of such Board Members at a meeting held at the Registered Office.

**Section 12.** Duties of the Board shall be to:

- a. Transact necessary business in the intervals between Corporation meetings and such other business as may be referred to it by the members
- b. Approve fundraisers of the Corporation
- c. Prepare and submit a budget for the year to the membership for adoption, and any amendments needed throughout the fiscal year
- d. Approve voucher signing authority for expenses
- e. Declare and duly record tax-free fundraising events in the minutes of the Board and General Membership meetings
- f. Attend called meetings

## **ARTICLE VII. OFFICERS**

**Section 1.** The officers of the Corporation shall be President, Vice President of Membership, Vice President of Fundraising, Vice President of Chaperones, Vice President of Uniforms, Lead Treasurer, Co-Treasurer, Secretary, Communications Coordinator, Guard Coordinator, Hospitality Coordinator, and Parliamentarian.

**Section 2.** Additional offices and/or officers may be created by the Board as deemed necessary, but must be voted on by the General Membership prior to taking office.

**Section 3.** All Board Officers shall be elected annually to a one-year term of office by a majority vote of the membership. This election shall take place at the regularly scheduled General Membership meeting in April and shall be effective July 1<sup>st</sup> of that year. The Board Officers shall serve from July 1 to June 30 for a period of one year. No business of the Corporation may occur after July 1 of any given year unless the Board Officers has been elected. This term of office shall coincide with the fiscal year of the Corporation. Transition for all offices will occur between May 1 and June 30.

**Section 4.** At the February Board meeting, a Nominating Committee shall be appointed by the President. The members shall include one adult member from each grade level. The President will be chairman of the Nominating Committee. The Nominating Committee will be comprised of two Executive Board and two non-board members. No individual can serve as a Nominating Committee Representative two years in a row. The Nominating Committee members shall be presented to the General Membership at the February meeting for approval.

**Section 5.** A slate of officers for the following year shall be presented to the General Membership at the March meeting, at which time additional nominations may be made from the floor. While all officers must have a child or children in the band and be a member of Seven Lakes High School Band Boosters, Inc., this provision does not apply at the time the slate of officers is presented nor does it apply at the time of the election. These requirements are enforced at the time the new officers take office (July 1). The President of the Corporation must have been a previous Seven Lakes High School Band Booster, Inc. Board member. Elections will be held by ballot vote.

However, if there is but one candidate for any office, upon adoption of a motion from the floor, the election of that office may be by voice.

**Section 6.** No officer shall serve more than two elected consecutive terms in the same position without approval by a two-thirds majority vote by the General Membership.

## **ARTICLE VIII. OPERATING PROCEDURES**

**Section 1.** At the April meeting, the President will appoint a three-person audit committee, who are not authorized signers on the bank account, to review the corporation's financial records. This shall be done after the close of the fiscal year and records returned to the newly elected Lead Treasurer and Co-Treasurer no later than July 31. A list of the required audit procedures is outlined in the Standing Rules.

**Section 2.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June of the following year.

**Section 3.** In the absence of the President or in the event of the President's inability or refusal to execute actions approved by the Board, the Vice President of Membership shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform the duties from time to time as may be assigned by the President and/or the Board.

**Section 4.** The Lead Treasurer and Co-Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties, as the Board shall determine. The Lead Treasurer and Co-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatever, and deposit all such sums in the name of the Corporation in such banks, trust companies, or other depositories. In general, the Treasurer will perform all the duties incident to the office of the Treasurer and such other duties as may be assigned by the President and /or by the Board.

## **ARTICLE IX. OFFICER DUTIES**

**Section 1.** The President shall:

- a. Preside at all meetings of the Board and General Membership
- b. Establish that a quorum is present at each meeting
- c. Appoint all Committee Chairpersons, subject to Board approval, and be an ex-officio member of all committees, excluding the Audit Committee
- d. Appoint all committees and be an ex-officio member of all committees, excluding the Audit Committee, subject to Board approval
- e. Coordinate the work of the Officers and committees to stay focused on the Purpose of this Corporation
- f. Be the only Officer authorized to sign a contract on behalf of the Corporation as authorized by the Board
- g. Coordinate updates to the Bylaws as necessary
- h. Be authorized to sign on bank account
- i. Chair the Nominating Committee

**Section 2.** The Membership Vice President shall:

- a. Be chairman of any and all membership campaign drives
- b. Maintain a membership list
- c. Coordinate appointment of Honorary Members
- d. Coordinate reserve seating for Concert, Composer, and Conductor membership levels at concert and special events

- e. Preside at meeting in absence of the President
- f. Act as aide to the President
- g. Perform other duties as assigned by the President or by vote of the Board
- h. Pursue corporate memberships

**Section 3.** The Uniform Vice President shall:

- a. Ensure the availability and maintenance of uniforms, uniform parts, and accessories
- b. Be authorized to sign on bank account (Marching Uniform Vice President only)

**Section 4.** The Chaperone Vice President shall:

- a. Be in charge of chaperones for marching and other band activities
- b. Create and maintain chaperone standards
- c. Insure that all band events have adequate chaperones present
- d. Coordinate completion of medical forms for each band student and provide medical kits to chaperones for band activities
- e. Be authorized to sign on bank account (one Chaperone Vice President only)

**Section 5.** The Fundraising Vice President shall:

- a. Recommend fundraising activities to the Board and General Membership
- b. Track monies due from students for consignment items sold
- c. Coordinate smooth operation of fundraising activities
- d. Be authorized to sign on bank account (Both Fundraising Vice Presidents if applicable)

**Section 6.** The Lead Treasurer shall:

- a. Have custody of all the funds of the Corporation
- b. Keep books of account and records, including bank statements, receipts, budget, invoices, paid receipts and canceled checks for five years
- c. Make disbursements in accordance with the budget adopted by the membership
- d. Present a financial statement at general meetings, Board meetings, and at other times when requested by the Corporation or Board
- e. Make a full report at the end of the fiscal year
- f. Submit books to the Auditing Committee as requested
- g. Coordinate with the Board the establishment of the annual budget to be presented at the last General Membership meeting of the year by the new Lead Treasurer
- h. File IRS tax returns annually
- i. File Sales tax reports at intervals required by the State of Texas Comptrollers office
- j. Be authorized to sign on the bank account

**Section 6.1.** The Co-Treasurer shall:

- a. Replace the Lead Treasurer should the office become vacated, until the next election
- b. Make and record deposits as directed by the lead Treasurer
- c. Update student financial information
- d. Provide accounting for all self-funding and fundraising events
- e. Make available to the Lead Treasurer all information for the Lead Treasurer to prepare all monthly reports for the Corporation, Board, and general meetings

**Section 7.** The Secretary shall:

- a. Record the minutes of all meetings of the Corporation
- b. Have a current copy of the bylaws
- c. Perform necessary Corporation correspondence
- d. Perform other duties as assigned by the President or Board
- e.

**Section 8.** The Communications Coordinator shall:

- a. Perform publicity functions for the Corporation
- b. Serve as Historian
- c. Establish and initiate a communication tree when requested
- d. Establish and maintain a website
- e. Coordinate communications via Band media

**Section 9.** Parliamentarian shall:

- a. Advise President or duly appointed officer when Parliamentary procedures are in conflict with Robert's Rules of Order Newly Revised Edition
- b. Conduct elections

**Section 10.** The Guard Coordinator shall:

- a. Coordinate the activities for the Seven Lakes Color and Winter Guards with the Board and Directors
- b. Assist the Directors with requests as needed
- c. Schedule chaperones for Winter Guard Contest and Trips
- d. Report to the Board and Boosters the activities of the Guard

## **ARTICLE X. MEETINGS**

**Section 1:** Regular monthly meetings of the Board shall be held at the discretion of the President. General Membership meetings will require a seven (7) day notice to change.

**Section 2:** There shall be a minimum of eight (8) General Membership meetings held in a fiscal year. A calendar of meetings shall be published for the next school year at the final General Membership meeting. The calendar shall also be published on the Seven Lakes High School Band Booster, Inc. website. The night and/or location of the regular meeting may be changed if it conflicts with a school program, concert, or commencement.

**Section 3:** The President of the Corporation may call special General Membership meetings.

**Section 4:** Meetings of the Seven Lakes High School Band Boosters, Inc. shall be open to all members.

**Section 5:** A quorum shall consist of 10% of active members.

## **ARTICLE XI. COMMITTEES**

**Section 1.** Committee Chairpersons shall hold office for a period of one (1) year or for a term specified by the Board, commencing immediately following appointment. If a vacancy shall occur (by removal or resignation), the Board shall appoint a member in good standing to fill the vacancy. Each Chairperson:

- a. Shall periodically report on the activities of their committee.
- b. Shall perform any additional duties requested by the Board.

**Section 2.** Committees The Board shall establish such committees of the membership as necessary to further the goals of the Corporation.

- a. The Board shall determine the purpose, scope and responsibilities of each committee.
- b. Each committee shall have a chairperson, selected by the Board, responsible for the orderly conduct of its business. Membership for each committee shall consist of volunteers from the membership of the Corporation.
- c. Each committee shall hold as many meetings as it deems necessary and shall periodically report to the Board on its activities.
- d. Each committee shall be bound by the By-Laws of the Corporation. No committee may expend or commit to expend funds of the Corporation without the approval of the Board.
- e. It will be the responsibility of Board to make any changes in the duties of any committee chairperson.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

**Section 1.** Robert's Rules of Order, revised, shall govern this Corporation in all cases when they are not in conflict with the by-laws of this Corporation.

## **ARTICLE XIII. AMENDMENTS**

**Section 1.** These By-laws can be amended at any regular membership meeting so long as the following applies: a quorum is present at the meeting, the amendment passes by a majority, and the proposed amendment has been submitted in writing at the previous regular membership meeting.

## **ARTICLE XIV. FINANCES**

**Section 1.** Accounting of the funds of the Corporation shall be on a fiscal year basis running from July 1 through June 30. The financial records must be reviewed yearly and turned over to the elected Lead Treasurer and Co-Treasurer by July 30.

**Section 2.** The Treasurer shall deposit and disburse funds according to the Bylaws of the Corporation.

**Section 3.** The Corporation shall derive its revenue from contributions and such other activities of the Seven Lakes High School Band Boosters, Inc.

**Section 4.** All funds shall be disbursed by check with two (2) signatures. Those authorized to sign checks are assigned under duties Article IX. No two (2) members of the same household may be authorized to sign checks. All checks shall have the signature of the Lead Treasurer or their designee in writing in their absence. Any requests over two thousand dollars must be approved in writing or signed by the President

**Section 5.** All funds shall be used for the furtherance of the Seven Lakes High School Band.

**Section 6.** All funds of the Corporation shall be deposited at such federally insured financial institution as agreed upon by the Board

**Section 7.** No Board member or committee Chairperson may contractually bind the Corporation without Board approval.

**Section 8.** The Corporation shall not lend funds to anyone including an Officer, Band Director, or an employee.

## **ARTICLE XV. CONTRACTS**

**Section 1.** The Board of Officers has the authority to authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Any third party may rely upon the signature of the President of the Corporation in any such contract or instrument as the act and deed of the Corporation duly adopted by resolution of the Board. Only the President or designated Board member may commit to spending the Corporation's funds.

**Section 2.** The Board may accept on behalf of the Corporation any contribution, gift, donation, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE XVI. INDEMNIFICATION**

**Section 1.** The Corporation shall indemnify and advance expenses to any person who is or was an Officer the fullest extent that a Corporation may or is required to grant indemnification and advance expenses to an Officer under the Texas Non-Profit Corporation Act. The Corporation may indemnify and advance expense to any person who (i) is or was an officer, employee, or agent of the Corporation or (ii) serves or has served at the request of the Corporation as an officer, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise or entity, to the fullest extent that a Corporation may or is required to grant indemnification and advance expenses to an officer under the Texas non-Profit Corporation Act; notwithstanding the foregoing, however the Corporation may indemnify and advance expenses to an officer, employee or agent, or any person who is identified in (ii) of the first clause of this sentence and who is not an officer to such further extent, consistent with law, as may be provided by the Corporation's Article of Incorporation, these Bylaws, general or specific action of the board of Directors, or by contract or as otherwise permitted or required by applicable law.

**Section 2.** The Corporation may purchase and maintain insurance, at its expense, to protect itself and any such Officer, employee, agent, or other person specified in these Bylaws against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against such liability under the Texas Non-Profit Corporation Act.

**Section 3.** To the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act and/or the Texas Non-Profit Corporation Act, as such statutes now exist or may hereafter be amended, An Officer of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Officer's capacity as an Officer. Any repeal or modification of this Article 6.03 by the Member of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of an Officer of the Corporation existing at or prior to the time of such repeal or modification

## **ARTILCE XVII. SEAL**

**Section 1.** The Board of Officers shall provide a corporate seal and it shall have inscribed thereon the words SEVEN LAKES HIGH SCHOOL BAND BOOSTERS, INC.

## **ARTICLE XVIII. WAIVER OF NOTICE**

**Section 1.** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTILCE XIX. RELATIONSHIP TO SCHOOL**

**Section 1.** All activities and programs of the Seven Lakes High School Band Booster, Inc., in so far as they bear on students of the school, shall be under the supervision of the school. Furthermore, careful attention shall be given to the operation of Corporation activities to insure compliance with rules of the University Interscholastic League (UIL) and the policies of Katy ISD.

**Section 2.** The Superintendent of Katy ISD and/or the Principal of Seven Lakes High School shall have veto power over the decisions and activities of the Seven Lakes High School Band Boosters, Inc. only if the Corporation's actions are not in compliance with UIL or Katy I.S.D. written policy.

**Section 4.** Only the Seven Lakes High School Band Boosters, Inc. shall have spending authority of Band Booster Funds.

THE UNDERSIGNED, being the President and Secretary of SEVEN LAKES HIGH SCHOOL BAND BOOSTERS, INC., DO HEREBY CERTIFY that the foregoing are the revised Bylaws of said Corporation, as adopted by the majority vote of the Members of the Corporation on the 1st day of December, 2016

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**SEVEN LAKES HIGH SCHOOL BAND BOOSTERS, INC.  
BY-LAWS**

**Standing Rules**

1. Audit Procedures will not be limited to and shall require the following:
  - a. Review of all deposits
  - b. Verification that all deposits are properly classified
  - c. Review of expenses
  - d. Verification that all expenses were properly approved
  - e. Verification that all checks were properly signed
  - f. Verification that Sales Tax reports were properly completed and filed with the State Comptrollers Office
  - g. Verification that the Annual Tax Return (Form 990) has been filed
  - h. Review of the annual report prepared by the Lead Treasurer
  - i. Submission of a summary of findings to the Board
  
2. Membership dues will be set at the following amounts:
  - a. Family Memberships

i. General Membership	\$50
ii. Concert Level Membership	\$100
iii. Composer Level Membership	\$250
iv. Conductor Level Membership	\$500
v. Maestro Level Membership	\$750
  - b. Corporate Memberships

i. Purpose Membership	\$500
ii. Unity Membership	\$1,000
iii. Training Membership	\$2500
iv. Focus Membership	\$5000
v. Spartan Membership	\$10,000
vi. Underwriter Membership	\$20,000