

**AMENDED BYLAWS OF THE ORANGE WAVE BAND BOOSTERS, INC.
A NON-PROFIT CORPORATION**

Article I: Name

The name of the Corporation shall be Rockwall High School Orange Wave Band Boosters (hereinafter "Organization").

Article II: Mission, Organization and Purpose

A. Mission: The mission of the Organization is to support the Rockwall High School Band Program achieve excellence in music education and performance by promoting interest in the Band Program among parents, faculty and the community through fundraising and volunteer services and by providing financial, logistical and moral support in a balanced fashion to the Band Program directors and its students.

B. Organization: The Organization is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The term "band" shall include all instrumental groups (drum line and jazz band) and the guard (color guard and winter guard). All Band Booster fundraising activities and donations are voluntary. As a tax-exempt corporation, the Organization does not require its members to participate in fundraisers, and parental involvement is not required for students to participate in band activities.

C. Purpose: The purpose of the Organization is to further the educational goals and objectives of the Rockwall Independent School District (RISD) and Rockwall High School (RHS). The Organization will provide financial support and assistance to the band, as deemed necessary by its membership, and to otherwise assist the Band Program with guidance from the band directors in a manner that is consistent with the University Interscholastic League (U.I.L.) Guidelines for booster clubs and school events, RISD policies and regulations, and RHS rules.

Article III: Offices

A. Location: The principal office of the Organization in the State of Texas shall be located in the County of Rockwall.

B. Registered Office/Agent: The Organization shall have and continuously maintain in the State of Texas a registered office and registered agent whose office is identical with such registered office, as required by the State of Texas Non-Profit Corporation Act.

Article IV: Members

A. Class of Members: Membership in the Organization shall be open to all parents and persons eighteen years of age or older, who are interested in supporting the objectives of the Organization, and who agree to abide by the bylaws of the Organization. Participating membership dues are free to anyone at least eighteen years of age. Voting membership is open to adults with students currently enrolled in a band class or color guard/winter guard. Voting membership dues are thirty dollars (\$30) per year.

B. Voting Rights: Members shall have one vote per voting membership with a maximum of two total votes per parents or guardians of a student currently enrolled in a band class and/or color guard/winter guard. The maximum of two total votes applies regardless of the number of students a parent or guardian may have currently enrolled in a band class or color guard/winter guard.

C. Quorum: Voting on all matters will be based on the membership present.

D. Termination of Membership: Voting membership of the parent or guardian is automatically terminated upon graduation of the student from Rockwall High School or the student's withdrawal from the band program.

E. Resignation: Any member may resign by filing a written resignation with the Secretary.

F. Transfer of Membership: Membership in the Organization is not transferable or assignable.

Article V: Meetings

A. Monthly Meetings: The Executive Board shall set and announce dates for at least one regular meeting per month during the school year.

B. Notice of Meeting: Written, printed or notice via social media (e.g. website, text, Facebook) stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, the Secretary or other officers calling the meeting.

C. Special Meetings: Special meetings of the Organization may be called by the President with ten (10) days notice, except in extenuating circumstances, in which case no less than 72 hours notice shall be given. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

D. Agendas and Minutes: General membership meeting agendas and minutes will be made available for review on the Organization's website. Upon written request to the President, Executive Board meeting agendas and minutes will be made available with red-actions as appropriate.

E. Quorum: Voting on all matters shall be by the membership present. Voting members and a majority of the Executive Board voting members shall constitute a quorum at the regular meetings. Voting membership allows individuals to vote for officers of the Organization, on changes to bylaws and on issues requiring membership vote at general meetings.

F. Budget: An operating budget identifying fundraising projects and purposes for which the funds are being raised will be prepared by the Executive Board and presented to the membership for approval in September of each year.

Article VI: Executive Board

A. General Powers: The affairs of the Organization shall be managed by its Executive Board. The Executive Board shall be comprised of current elected officers and directors. Each Board member shall have one vote. The Executive Board shall plan, coordinate, and control the activities of the Organization and conduct other business necessary to the operation of the Organization. The Executive Board shall meet as directed by the President.

B. Regular Meetings: The Executive Board may provide by resolution the time and place for the holding of regular meetings of the Board.

C. Special Meetings: Special meetings of the Executive Board may be called by or at the request of the President or any two officers or directors. The person or persons authorized to call special meetings of the Board may designate any place within the County of Rockwall as the place for holding special meetings.

D. Notice: Notice of any special meeting of the Executive Board shall be personally delivered to each Board member by written or electronic notice with at least one day notice. The purpose of any regular or special meeting of the Board need not be specified in the notice of such meeting.

E. Quorum: A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board. An act of the quorum shall be the act of the Executive Board. If a quorum does not exist at an Executive Board meeting, the officers present may adjourn the meeting until a quorum exists.

F. Manner of Acting: The act of a majority of the officers and directors present at a meeting at which a quorum is present shall be the act of the Executive Board.

G. Vacancies: Any vacancy occurring on the Executive Board and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Executive Board. An officer or director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Article VII: Election, Removal and Duties of Officers and Directors

A. Executive Board: The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, Director of Communications, Director of Policy and Procedures, Director of Fundraising and Director of Alumni Relations. All Board members, with the exception of the Director of Alumni Relations, are required to have a student enrolled in a band class and/or color guard/winter guard both fall and spring semesters during their term.

B. Election: Officers and Directors shall be elected by a majority vote of those members present at the regular April meeting. All officers and directors will assume their duties on June 1st. Officer and director positions are held by an individual and shall not have a co-chair position. No person shall hold more than one officer or director position. The outgoing members shall provide assistance to newly elected officers and directors during a transition phase and turn over all pertinent information.

C. Terms: The terms of all Executive Board members shall be for one year (June 1 – May 31). All records will be submitted to the incoming officers and chairpersons by June 1st with the exception of the Treasurer for audit purposes.

D. Removal: If the Executive Board determines that due cause exists for removal of any officer or director elected by the membership or appointed by the Board, the accused officer or director will be notified by certified mail, return receipt requested within seven (7) business days. The accused officer or director will then have seven (7) business days to respond by certified mail to the Executive Board regarding the allegations justifying removal. A hearing will then be scheduled at the next Executive Board meeting at which time the officer or director may be removed from the Executive Board by a majority vote. The removal of an officer or director must be confirmed by a majority vote of the general membership at the next regularly scheduled meeting.

E. President: The President shall be the principal executive officer of the Organization and shall supervise and control the affairs of the Organization. The President shall preside at all meetings of the members and the Executive Board. The President may sign, with the Secretary and any other proper officer of the Organization authorized by the Executive Board, any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board, these bylaws or by statute to some other officer or agent of the Organization.

F. Vice President: In the absence of the President or in the event of his inability or refusal to act, the Vice President 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. The Vice-President shall also perform other duties incident to this office as assigned by the President or Executive Board.

G. Secretary: The Secretary shall record and keep the minutes of the meetings of the members and of the Executive Board, and serve as custodian of the corporate records

and of the seal of the corporation. The Secretary shall also perform other duties incident to this office as assigned by the President or Executive Board.

H. Treasurer: The Treasurer shall be responsible for all funds of the Organization, receive and give receipts for monies due and payable to the Organization, and deposit all monies in the name of the Organization in banks or other depositories. The Treasurer shall also perform other duties incident to this office as assigned by the President or Executive Board.

I. Director of Communications: The Director of Communications shall be responsible for furnishing notice of scheduled events and meetings to the membership, for maintaining the corporate website and promoting a positive image of the Organization, and for disseminating all public relations correspondence on behalf of the Organization. The Director of Communications shall also perform other duties incident to this position as assigned by the President or Executive Board.

J. Director of Policy and Procedures: The Director of Policy and Procedures shall be responsible for assisting the Organization in identifying, evaluating and monitoring relevant issues that may impact Band Booster business activities and in making recommendations to the Band Boosters in regard to the formulation and adoption of policy and procedures concerning Organization objectives. The Director of Policy and Procedures shall also perform other duties incident to this position as assigned by the President or Executive Board.

K. Director of Fundraising: The Director of Fundraising shall be responsible for the general duties and responsibilities associated with all fundraising activities including assigning and overseeing committees, building relationships with potential donors, including individual and business sponsors, and generating new ideas and opportunities to increase fundraising in the support of Organization objectives. The Director of Fundraising shall also perform other duties incident to this position as assigned by the President or Executive Board.

L. Director of Alumni Relations: The Director of Alumni Relations shall be responsible for the general duties and responsibilities associated with the planning and implementation of programs and projects that strategically engage alumni and their parents in providing tangible benefits to the Organization. The Director of Alumni/Parent Relations shall also perform other duties incident to this position as assigned by the President of Executive Board.

Article VIII: Committees

A. Ad-Hoc Committees: The Executive Board may establish ad-hoc committees as needed for specific purposes to promote the purpose of the Organization. These committees should complete their assignments within the current school year and provide regular reports to the Executive Board. All recommendations and actions of ad-hoc committees must be approved at a general meeting. Individuals are not eligible to serve as a member of any committee where a conflict of interest exists.

1. Role of Chairperson: The chair of each committee shall report to the appropriate officer or director and may be required to present a plan of work for approval to the Executive Board. The committee chairs may be required to attend Executive Board or other meetings if requested by the President for the duration of the project.

2. Ex-Officio Members: The President and Rockwall High School Head Band Director shall be ex-officio members of all committees.

B. Nominating Committee: The President shall appoint a nominating committee during the regular or called meeting of the Organization held in March of each year. The nominating committee shall consist of at least three members, including one member from the Executive Board and the Band Director. Only persons who have been a Voting member for the preceding six months shall be eligible for membership on the nominating committee. The nominating committee shall prepare a list of nominees for each elected Organization office to be submitted to the Executive Board for approval and then to be presented during the regular or special meeting of the Organization held in April of each year.

1. Nominations From the Floor: Additional nominations, not included on the list of nominees submitted by the Nominating Committee, may be made from the floor at the regular or special meeting in April.

2. Voting By Ballot: Voting shall be conducted by ballot if more than one candidate is nominated for any office.

C. Limitation of Authority: No committee shall have the authority of the Executive Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of an such committee or any director or officer of the Organization; amending the articles of incorporation; authorizing the sale, lease, exchange or mortgage of property and assets of the Organization; authorizing the voluntary dissolution of the Organization; adopting a plan for the distribution of the assets of the Organization; or amending, altering or repealing any resolution of the Executive Board.

D. Removal Committee Members: Any committee chair may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Organization shall be served by such removal.

E. Term of Office: Each committee chair shall continue as such until a successor is appointed, unless the committee is terminated, or unless such chair ceases to be a member of the Organization.

Article IX: Amendments

A. Review of Bylaws: These bylaws will be reviewed by the Executive Board and reaffirmed every two years (during school years beginning with odd numbers) by a majority vote at a regularly scheduled meeting of the Organization.

B. Required Vote: These bylaws may be amended by a majority vote of the voting membership at a regular meeting provided at least ten (10) days written notice of the proposed amendment(s) is provided.

Article X: Dissolution

In the event of dissolution, all equipment and property acquired and designated for use in the band program shall become the property of the Rockwall High School Band program. In addition, any monies remaining after all outstanding debts have been paid shall be placed in an account for exclusive use by the band.

Article XI: Special Matters and/or Requirements

A. Manner of Conduct: All Organization members are expected to maintain a high ethical standard for the Organization and shall conduct themselves in a manner conducive to any behavioral guidelines set forth by the Rockwall ISD pertaining to volunteers.

B. Two Signatories Required: The signature of at least two persons, who shall include the Treasurer and either the President or Vice-President, is required to withdraw monies over \$150.00 from the Organization's bank account.

C. Carryover Funds: Each year there shall be sufficient funds to support a \$2000 carryover to offset expenses incurred over the summer and to support season start up expenses.

D. Authorization of Agent: The Executive Board may authorize any officer or agent of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances.

E. Whistleblower Action: Executive board members, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct. Concerns about possible fraudulent or dishonest use or misuse of resources or misconduct should be reported to the Executive Board President, Vice-President, and Head Band Director for investigation. All relevant 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, after due process is afforded to the accused. Investigations may warrant investigation by independent persons such as auditors and attorneys.

F. Roberts Rules of Order: The Organization's meetings shall be governed by the current edition of Robert's Rules of Order in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Organization may adopt.

Article XII: Conflict of Interest

A. Purpose: The Organization’s Executive Board members have an obligation to conduct business within the 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.

B. Existence of Conflict: An actual or potential conflict of interest occurs when an Executive Board member, or their relative, is in a position to influence a decision that may result in personal profit as a result of the Organization’s business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage.

C. No Presumption of Conflict: No presumption of 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 the existence of an actual or potential conflict of interest to the Executive Board as soon as possible so that safeguards can be established to protect all parties.

Article XIII: Prohibited Activities

A. Improper Influence: No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

B. Political Campaigning: The Organization shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

We the undersigned officers and directors of the Executive Board, do hereby certify that the foregoing is the true and legal bylaws of the Rockwall High School Orange Wave Band Boosters, Inc., and that the same were adopted on the 10th day of September, 2015.

President

Vice-President

Secretary

Treasurer

Director of Communications

Director of Policy and Procedures

Director of Fundraising