

BYLAWS
TATES CREEK BAND BOOSTERS, INC.
(Revised September 2016)

ARTICLE I
MEMBERSHIP

Section 1: MEMBERS. Membership is open to any person interested in supporting and promoting the efforts of the Tates Creek Band including but not limited to parents and/or guardians of students in the Bands or Guards, the Band Director and the Assistant Band Director(s).

Section 2: ANNUAL DUES. The annual dues shall be established annually upon the recommendation of the Board.

Section 3: ENROLLMENT. An enrollment of members shall be conducted at the beginning of each new school year. Additional members will be accepted at any time.

ARTICLE II
FISCAL YEAR

The fiscal year of the Tates Creek Band Boosters, Inc. shall begin April 1st and end March 31st.

ARTICLE III
OFFICERS

Section 1: OFFICERS. The officers of the Organization shall be a President, a 1st Vice-President, a 2nd Vice-President, a 3rd Vice-President, a Secretary, a Treasurer and Co-Treasurer, and five At-Large Representatives. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization. Two people may share one office.

Section 2: NOMINATING TEAM. A Nominating Team shall have the duty of selecting a nominee (member or co-spouses) for each office. The team will consist of three members, one selected from the Board and two selected from within the Organization. The President will appoint one of the three to serve as Team Leader. The Nominating Team will be approved by the Board at the November Board Meeting.

Section 3: VOTING FOR SLATE OF OFFICERS. The Nominating Team shall present the slate of officers at the annual meeting in February. An opportunity shall be given for nominations from the floor. Only persons who have consented to serve if elected shall be eligible for nomination. Two members may be nominated together and shall be considered a single nominee for purposes of the election. If there is more than one nominee for an office, a ballot shall be held. The nominee receiving the majority of votes shall be elected to the office.

Section 3.1: UNCONTESTED ELECTION. If there is only one nomination for an Officer position and there are no additional nominations from the floor for that Officer position, then the election may be conducted by voice voted and the individual shall be elected by a simple majority of the voting members present and voting.

Section 3.2: CONTESTED ELECTION. If there are multiple nominations for any Officer position, then the election for that contested position shall be conducted separately by secret ballot. In the case of a contested election, the President shall appoint tellers to gather and count the written ballots and return a signed report of the vote to the President, who will announce the results. The candidate who receives a majority of the votes for each office shall be elected. All ballots shall be retained by the Recording Secretary for fourteen days following a contested election. The ballots may be viewed by any voting member upon request.

Section 4: INSTALLATION OF OFFICERS. From the time of the election until the official start of their terms in office on April 1st, any newly-elected Officers shall serve in non-voting capacities on the Executive Board unless already otherwise serving as voting members of the Board. Upon assuming a new office, an Officer will be considered to have resigned any previously-held Officer position. The installation of new Officers will take place at the regularly-scheduled Board meeting in March of each year.

Section 5: CONSECUTIVE TERM. No member shall be eligible to serve as President for more than one consecutive term, nor shall any member be eligible to serve more than two consecutive terms in the same office, unless so allowed by two-thirds vote of the Board. No member (individual or co-spouses) shall hold more than one office at a time.

Section 6: RESIGNATION OF OFFICER. Any Officer may resign at any time by giving notice in writing or via electronic mail to the Board, the President or the Recording Secretary of the Organization. A resignation shall be effective at the time specified therein, or if no time is specified, at the next regular meeting of the Board which takes place following the resignation's receipt by the Board or by the President or the Recording Secretary of the Organization.

Section 7: REMOVAL FROM OFFICE. Any Officer may be removed from office for good cause, including but not limited to neglect of office, incapacity, or misconduct, by a vote of two-thirds of the entire membership of the Board, excluding the Officer whose removal is under consideration.

Section 8: VACANCIES. In the event of a vacancy in the office of President, the 1st Vice President shall immediately assume the office. If a vacancy occurs prior to the completion of the term of office of any Officer other than the President, the vacant position shall be filled by majority vote of the Board at a regular or special meeting.

ARTICLE IV OFFICERS' DUTIES

Section 1: PRESIDENT. The President shall preside at all meetings of the Organization and the Board; shall perform such duties as may be prescribed in these bylaws and the investment policy of the Organization or assigned by the Organization or the Board; shall appoint teams and team leaders; shall coordinate the efforts of the officers and team leaders to conduct the work of the Organization; shall approve and coordinate with the Treasurer the payment of bills within the limits of the budget; and shall perform other such duties applicable to the office as prescribed in the parliamentary authority adopted by the Organization.

Section 2: 1st VICE-PRESIDENT (*President-Elect*). The 1st Vice-President shall act as aide to the President and prepare to serve as the President of the Organization in the next fiscal year; shall perform the duties of the President in the absence or inability of that officer to serve; shall be a member of the Finance Team; shall perform duties assigned by the Board; and shall perform other such duties applicable to the office as prescribed in the parliamentary authority adopted by the Organization.

Section 3: 2nd VICE-PRESIDENT. The 2nd Vice-President shall be responsible for duties assigned by the Board and other such duties applicable to the office as prescribed in the parliamentary authority adopted by the Organization.

Section 4: 3rd VICE-PRESIDENT. The 3rd Vice-President shall be responsible for duties assigned by the Board and other such duties applicable to the office as prescribed in the parliamentary authority adopted by the Organization.

Section 5: SECRETARY. The Secretary shall keep a record of all the proceedings of the Organization and the Board; shall conduct such correspondence and perform other duties as directed by the President and the Board; shall be responsible for the Organization's official documents; and shall perform other such duties applicable to the office as prescribed in the parliamentary authority adopted by the Organization.

Section 6: TREASURER. The Treasurer shall be bonded and be custodian of all moneys received by the Organization; shall keep an accurate record of receipt and expenditures; shall pay out, transfer or invest funds as directed by the President and in accordance with the Organization's approved budget and investment policy, shall give a detailed listing of expenditures when requested by the Organization or the Board; shall make a full financial report at the March meeting; and shall make available all financial records of the Organization to an auditing team at the end of the fiscal year.

CO-TREASURER. Assists the Treasurer

Section 7: OFFICIAL MATERIALS. All Officers shall deliver to their successors all official materials at the end of the fiscal year.

Section 8: ATTENDANCE AT MEETINGS. All Officers shall attend the meetings of the Organization and the Board. Any Officer missing three consecutive meetings without prior notice shall be removed from office. Any Officer not performing the duties outlined by these bylaws or the parliamentary authority shall be removed from office. The office shall be filled as outlined in Article III, Section 6.

**ARTICLE V
MEETINGS**

- Section 1: GENERAL MEETINGS. General meetings of the Organization shall be held a minimum of 3 times a year, one being in February, the others to be decided by the Board with due notice having been given.
- Section 2: ANNUAL MEETING. The General Meeting in February shall be known as the Annual Meeting and shall be for the purpose of electing officers, voting on the upcoming year's budget, receiving reports from officers and teams, and for any other business that may arise.
- Section 3: SPECIAL MEETINGS. Special meetings may be called by the President or by the Board, due notice having been given.
- Section 4: QUORUM. For the transaction of business in any meeting of the Organization, ten percent of the membership shall constitute a quorum.
- Section 5: CONDUCT OF BUSINESS. The privilege of holding office, introducing motions and voting shall be limited to the members of the Organization.
- Section 6: REASONABLE DUE NOTICE. Except in cases of emergency, at least two calendar days will be considered reasonable due notice. In an emergency, the President or other responsible person shall give such notice as is feasible under the circumstances. Attendance at a meeting shall constitute a waiver of the notice requirement, except where the attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice may be given in any manner reasonably calculated to inform the member of the meeting, including direct conversation, electronic mail, phone/voice mail, or texting.

**ARTICLE VI
BAND BOOSTER BOARD**

- Section 1: BOARD MEMBERSHIP. The Officers, five (5) At-Large Members and the Director(s) of the band, who serve as ex officio, nonvoting member(s), shall comprise the Executive Board of the Organization.
- Section 2: DUTIES. The Board shall supervise and transact the business of the Organization in the intervals between its regular meetings; shall approve the establishment of teams, standing or special, and review the work of same; shall present a report at the general meetings of the Organization; shall prepare and submit to the Organization for approval a budget for the fiscal year; shall establish student fees and such other business as maybe referred to it by the Organization. The Board shall be subject to the order of the Organization, and none of its acts shall conflict with action taken by the Organization.
- Section 3: MEETINGS AND QUORUM. Regular meetings of the Board shall be held monthly, the day and place to be fixed at its first meeting of the fiscal year. A simple majority of the members of the Board shall constitute a quorum for the purpose of transacting any Board business at a regular or special meeting. Special meetings of the Board shall be called by the President, Band Directors, or by a majority of the Board's membership. The Board meetings will be open to all members of the Organization, and all will be encouraged to attend unless a meeting topic necessitates a closed discussion.
- If two or more members share an office, that position shall have only one vote on all matters coming before the Executive Board. It shall be the responsibility of individuals sharing a position to arrive at a consensus on any matter voted upon by the Board; if they are unable to do so, their vote will not be counted.
- Section 4: ELECTRONIC VOTING. Board members who are unable to attend a meeting can vote by email, electronic ballot, phone, text, or videoconferencing. Electronic communication must identify the Board member and the action related to the vote. A Board member may attend only 2 (of 12) Board meetings per year via telephone.
- Section 5: CONFLICT OF INTEREST. Any actual, potential, or apparent conflict of interest on the part of any Board member must be disclosed to the other Board members and must be made a matter of record through annual reporting. Each member of the Board must disclose any actual, potential, or apparent conflict of interest whenever such interest becomes a matter of Board discussion or action.
- Section 6: INDEMNIFICATION. The Organization shall defend, indemnify and hold harmless its Officers, Board members, committee Chairpersons, and other volunteers acting on its behalf against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement as a result of any action, suit or proceeding brought by a third party(ies) as a result of the good faith performance,

without willful or wanton misconduct, of their duties as Officers, Board members, committee Chairpersons, or other volunteers for the Organization.

ARTICLE VII TEAMS

- Section 1: BUDGET TEAM. A Budget Team composed of the Treasurer, the Treasurer- Elect (if known), the President-Elect and other such members as deemed necessary shall be appointed by the President at the regular Board Meeting in November. The Budget Team shall prepare and submit to the Board, at the February Board Meeting, a budget and student fee plan for the next fiscal year.
- Section 2: FINANCE TEAM. A Finance Team led by the President and composed of the First Vice-President, the Treasurer and no less than two other members shall be appointed by the President at the Board's first regular meeting of the fiscal year. Finance Team members shall serve no less than two consecutive terms. Effort shall be given to have no more than three members leaving in one year. The Finance Team shall be responsible for the investment of all funds of the Organization in accordance with the Investment Policy and Budget adopted by the Organization.
- Section 3: AUDITING TEAM. An Auditing Team consisting of no less than three members of the Organization shall be appointed by the President at the Board's regular March meeting. It shall be the duty of the Auditing Team to review the Treasurer's accounts and the investment procedures of the Finance Team at the end of the fiscal year. The Auditing Team shall submit a statement as to the accuracy and integrity of the records to the Board at their regular meeting in June.
- Section 4: OTHER TEAMS. Such other teams, standing or special, shall be appointed by the President as the Board deems necessary to promote objectives and carry on the work of the Organization.
- Section 5: PRESIDENT AS EX-OFFICIO MEMBER. The President shall be an ex- officio member of all teams, except the nominating team.
- Section 6: OTHER EX-OFFICIO MEMBERS. The Band Directors and School Principal will be ex-officio members of all teams.

ARTICLE VIII BUDGET

- Section 1: BUDGET. Upon the membership's approval of the budget for the forthcoming year, the Board may recommend and approve, from time to time, revisions to the budget.
- Section 2: UNBUDGETED EXPENDITURES. Unbudgeted expenditures of more than \$500 and up to \$1,000 per event may be made as necessary, with the approval of the Board President and Treasurer (or in the absence of either, approval of that Officer's designee), accompanied by notice to all members of the Board. Any unbudgeted expenditures in excess of \$1,000 require prior approval by the Board at a regular or special meeting in accordance with the requirements stated herein governing Board meetings, voting, and quorum procedures.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the latest available edition of *Robert's Rules of Order* shall govern the decision on any matter in which they are applicable and in which they are not in conflict with these bylaws and any special rules of order the Organization may adopt.

**ARTICLE X
AMENDMENT TO BYLAWS**

Section 1: AMENDMENT. The procedures to be followed are:

- a) Any proposed amendment shall be submitted first to the Board. The Board shall carefully review the proposed amendment, and it retains the right to modify or reject any proposed amendment before submission to the membership. The proposed amendment shall be submitted to the membership for review prior to the next regular or special called meeting.
- b) A vote may not be taken on any proposed amendment until the next meeting following the meeting at which the proposed amendment is discussed by the membership.
- c) Quorum and Vote Required: Ten percent of the total of the voting membership shall constitute a quorum. Assuming a quorum is present, an affirmative vote of two-thirds of all votes cast shall be necessary for the adoption of any amendment to these bylaws
- d) Effective Date of Amendments: Amendments adopted by the voting membership shall take effect immediately upon adoption, unless otherwise specified.

Section 2: REVISION. A team may be appointed to revise the bylaws only by a majority vote at a meeting of the Organization, or by a two-thirds vote of the Board. The procedure for action on amendments in Section 1 of this Article shall then be followed.

**ARTICLE XI
DISSOLUTION**

In the event of any dissolution or other termination of this Corporation, all assets after payment of outstanding debts and other legal obligations shall be paid over to Tates Creek High School, Lexington, Kentucky, or its successor, to be used for the Tates Creek High School Band, or a successor band; otherwise, to be used for other school music purposes. If Tates Creek High School, or a successor, does not exist, such assets shall be paid to the Fayette County Schools, Lexington, Kentucky, to be used for other school music purposes.