

**By-Laws of the**  
**TOMBALL COUGAR PRIDE BAND BOOSTER CLUB**  
**as of February 26, 2015**

**Article 1. The Name of the Organization**

Section 1: Name

The name of this organization shall be known by all parties as the Tomball Cougar Pride Band Booster Club (“Booster Club” or “organization”).

**Article 2. The Purpose and Structure**

Section 1: Purpose

This Booster Club is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of the Booster Club includes:

- a. Support the goals and objectives of the band program as set forth by the Band Directors;
- b. Provide financial support for the band program;
- c. Assist the director, the staff and the students with administrative and logistical support;
- d. Encourage the interest of the school district and the community as a whole toward the Tomball Cougar Pride Band; and
- e. Unite the members of the organization, band members, Band Directors, and administration in the bonds of good fellowship.

Section 2: Structure

This Booster Club shall be self-governing, self-supporting, non-commercial, non-sectarian, non-profit and non-partisan, and, in conjunction with the Band Directors, shall seek neither to direct the administrative activities of the Tomball Independent School District nor to control its policies.

No substantial part of the activities of the Booster Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Booster Club shall not participate in, or intervene in (including the publication or

distribution of statements) any political campaign on behalf of any candidate for public office.

The Booster Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Booster Club shall observe all local, state and federal laws that apply to non-profit organizations.

The Booster Club is organized pursuant to the Texas Non-profit Corporation Act and is organized for non-profit purposes that are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

### **Article 3. Personal Exemption from Entity Debt**

#### Section 1: Personal Exemption

No officer, director or member of this organization shall be responsible for the debts of the entity.

### **Article 4. Membership, Responsibilities, and Booster Club Meetings**

#### Section 1: Membership:

- a. Regular membership is for all persons that have students currently enrolled in the Tomball Cougar Pride Band program and who have paid the prescribed membership dues per family per school year. The annual dues for persons with students in the Tomball Cougar Pride Band shall be a minimum of \$20.00. Changes in the annual dues shall be recommended by the Board of Directors and submitted to and voted upon by the Booster Club. Any changes in membership dues will be effective the following year.
- b. The Head Band Director, Assistant Band Directors, Color Guard Director, and the High School Principal shall have regular membership. No dues are required for the Head Band Director, Assistant Band Directors, Color Guard Director, or the High School Principal.
- c. To hold an office with the Booster Club or serve as a leader of a Booster Club team, you must be a fully paid member in good standing of the organization and all student activity accounts.

## Section 2: Responsibilities of General Membership

Members of the Booster Club shall:

- a. Support, promote, and help to publicize the stated vision and the mission of our organization;
- b. Attend Booster Club meetings;
- c. Pay their fair share of approved trip costs and fees related to their student's participation;
- d. Participate in and support all fundraising efforts;
- e. Participate in the volunteering and chaperoning efforts as needed; and
- f. Communicate any questions or concerns and suggestions or solutions to those persons responsible in a respectful and timely manner.

## Section 3: Booster Club Meetings

- a. Regular meetings of this organization shall be held at least four times a year as announced by the Board of Directors;
- b. Special meetings may be called by the Board of Directors;
- c. 10% shall constitute a quorum. Voters must be regular members with up-to-date, paid accounts;
- d. Only regular members whose dues are paid may vote at regular or special meetings;
- e. No voting by proxy will be allowed;
- f. Only regular members whose dues are paid are eligible to be recognized for discussion of Booster Club business;
- g. Non-members of the band booster must contact the Band Booster President at least five (5) days prior to the next scheduled meeting to be put on the agenda for a time limit of five minutes.

## **Article 5. Board of Directors**

### Section 1: Responsibilities of the Board of Directors

The Board shall have the power and responsibility to recommend to the general

Booster Club membership the establishment of policy and control of the operation of the entity, acting through the President, other Officers and Board Members. The Board of Directors shall conduct such business, provided such action meets with band department staff approval and does not interfere with Policies of Tomball schools. The duties of the Board of Directors shall be:

- a. Prepare the budget at the first meeting following June 1<sup>st</sup> for the ensuing school year.
- b. Transact necessary business between general Booster Club meetings.
- c. Transact necessary business as may be referred to it by the general membership.
- d. Create teams and approve the specific work of such teams and to meet ahead of the general Booster Club meetings.
- e. Create and approve agendas for regular Booster Club meetings.
- f. Recommend changes to or approve the yearly operating budget of the Band Program as proposed by the Director.
- g. Approve purchases not itemized on the yearly budget should funding exist in surplus.
- h. Recommend fundraiser projects that meet with school administration approval.
- i. Perform any special function that may be assigned to the Board of Directors by the organization through the due process of motion and adoption.
- j. Appoint an interim officer when one resigns or leaves office.

## Section 2: Officers

The Board of Directors shall consist of those persons outlined below:

- a. Elected officers of this program shall be:
  - 1) President
  - 2) Vice President of Logistics
  - 3) Vice President of Ways and Means

- 4) Secretary
- 5) Treasurer
- 6) Vice Treasurer
- 7) Percussion Liaison
- 8) Color Guard Liaison
- 9) Concession Stand Coordinator

### Section 3: Duties of Officers

#### a. President

- 1) Presides at all Board of Directors meetings, general meetings, and special meetings.
- 2) Regularly meets with the Head Band Director and the assistant band directors regarding organizational events.
- 3) Oversees the planning and activities of the organization.
- 4) Appoints team leaders as needed.
- 5) Resolve problems in the membership.
- 6) Regularly meet with the treasurer of the organization to review the organization's financial position.
- 7) Select an officer as the designee to receive bank statements through the mail at their home address. This individual should not be a signer on the account. Upon receipt, the designee should review the activity on the bank statement and canceled checks for reasonableness. This provides an independent review by an individual not associated with disbursement activity.
- 8) Schedule annual audit of records or request an interim audit if the need should arise during the year.
- 9) Acts as an ex-officio member at all team meetings.

#### b. Vice President of Logistics

- 1) Coordinate with the Hospitality team leader for all meals served during Band Camp, on game days, and at scheduled band contests.
  - 2) Coordinate volunteers to help serve meals during Band Camp, on game days, and at scheduled band camps.
  - 3) Coordinate all paperwork for the Spring Band trip (i.e. room assignments, chaperone list, and chaperone duties, etc.)
  - 4) Preside at meetings in the absence or inability of the president to serve.
  - 5) · Perform administrative functions delegated by the president.
  - 6) Assist with other duties as assigned by the President and/or Head Band Director as needed.
- c. Vice President of Ways and Means
- 1) Provide oversight to develop and oversee the various projects necessary to provide adequate funds to support the needs of the Band Program.
  - 2) Submit a fundraising proposal form for approval to the High School Principal before the beginning of the school year, describing all anticipated fundraising activities.
  - 3) Provide oversight to the collection of sponsorships for the Booster Club.
  - 4) Assist with other duties as assigned by the President and/or Head Band Director as needed.
- d. Secretary
- 1) Notifies all parties of Board of Directors and Booster Club meetings special, or regular, at least 72 hours prior to said meetings.
  - 2) Report on any recommendations made by the Board of Directors of the organization
  - 3) Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership and committee listing.

- 4) Record all business transacted at each meeting of the organization as well as any executive board meetings in a prescribed format.
- 5) Maintain records of attendance of each member.
- 6) Handles all necessary correspondence.

e. Treasurer and Vice Treasurer

- 1) Manage all Booster Club funds and shall disburse such funds by direction of the Board of Directors and shall work with the Band Directors and membership in a fiduciary capacity to ensure that the expenditures stay within the confines of the total approved budget.
- 2) Issue a receipt for all monies received, and deposit said amounts on a weekly basis (daily if receipts on hand exceed \$ 250.00)
- 3) Have the authority to sign all checks. All monies received by the organization shall be held in one or more accounts at a local bank and two (2) signatures shall be required on all checks. Authorized check signers are:
  - a) For general expenditures \$250 and above and for budgeted expenditures of any amount:

Treasurer and President

- b) For general expenditures \$100 and below:

Treasurer and a Vice-President

- c) For general expenditures \$50 and below:

Treasurer and Secretary or a Vice-President

- 4) Maintain appropriate books and records of Booster Club funds, including preserving all vouchers, receipts bank statements and canceled checks for a period of seven years. He or she shall also submit all financial records in the event of an audit.
- 5) Present a current financial report including bank statements, bank reconciliations, and financial statements to the executive committee within thirty days of the previous month end. Copies should be available for review by the general membership if requested.

- 6) File sales tax reports as required by the State Comptroller's office (monthly, quarterly, or annually).
  - 7) File annual IRS form 990 in a timely manner.
  - 8) File current financial reports at the end of each school year with the campus principal or authorized District sponsor, and the Chief Financial Officer.
  - 9) Maintain an accurate and detailed account of all monies received and disbursed.
  - 10) Reconcile all bank statements as received and resolve any discrepancies with the bank immediately.
  - 11) Acting jointly with the President, authorize team leaders to incur indebtedness on behalf of the Tomball High School Band and the Booster Club, provided that such indebtedness shall not exceed the reasonable amounts necessary for the efficient functioning of the teams.
  - 12) Prepare and present an Annual Budget to the Board of Directors at the May Board of Directors meeting, with input from the Head Band Director.
  - 13) Submit records upon request to the audit committee appointed by the organization or at the end of the organization's fiscal year.
  - 14) May serve as a chair of a team(s).
  - 15) Perform other duties as deemed necessary by the Band Directors.
- f. Percussion Liaison
- 1) Ensure effective communication between Percussion group and other band activities.
  - 2) Assist directors with coordination of percussion competitions and other percussion specific activities especially related to volunteer needs such as chaperones and pit crew type activities.
- g. Color Guard Liaison



- 1) Ensure effective communication between Color Guard and Winter Guard groups and other band activities.
  - 2) Assist the guard director with the coordination of guard activities related to the need for volunteers, i.e., chaperones, flag makers and any other need for volunteers.
  - 3) Assist the guard director with the recruiting process as needed.
- h. Concession Stand Coordinator
- 1) Oversee and organize any concession event and ensure compliance with any health department requirements.
  - 2) Place food, beverage, and miscellaneous item orders () needed to maintain stock for concession events.
  - 3) Track inventory and stock the concession stands in preparation for concession events.
  - 4) Ensure that all mechanical and hardware related items used for events are in working order and not in need of repair. If so, then repairs and maintenance needs to be coordinated with appropriate parties.
  - 5) Coordinate and create all signage for said events.
  - 6) Provide cooking staff for grilling area.

#### Section 4: Board of Directors Meetings

- a. The Board of Directors shall meet monthly.
- b. The Head Band Director or an Assistant Band Director, plus two members of the Board of Directors constitute a quorum at any scheduled meeting.
- c. Board members may participate and vote at meetings by e-mail or telephone.
- d. No voting by proxy will be allowed.

#### Section 5: Nomination of Officers

- a. A nomination team of three members will be appointed by the President at a regular meeting by March 31 of the calendar year. This team will work

with the Head Band Director to create the nominations report.

- b. The nominating team shall present a report at a regular meeting by April of the calendar year.
- c. Nominations may be made from the floor.
- d. Each candidate's consent must be obtained before his/her name is placed in nomination.

#### Section 6: Officer Elections

- a. Elections shall be held by May 15 of the calendar year.
- b. Term of office shall be twelve months from the conclusion of that school year's band activities.
- c. The election shall be comprised of a sub-quorum of 5% of the membership.
- d. The election shall be determined by secret ballot and by simply majority.

#### Section 7: Compensation:

No Officer shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties, with prior agreement by the President and Treasurer.

### **Article 6. Teams**

#### Section 1: Appointment and Removal

The President shall appoint all team leaders with concurrence of the Head Band Director. The Head Band Director will have the authority to remove any team leader from their responsibilities. Removal of any team leader may also be by the President with the consent of a majority of the officers and Head Band Director's approval.

#### Section 2: Team Responsibilities

- a. Standing
  - 1) Volunteer  
The volunteer team shall help recruit the volunteers for all teams and events in need of volunteers. This team shall maintain the

TISD approved volunteer list, ensuring that all volunteers who work in contact with students have completed the necessary paperwork and cleared the background check required by TISD.

2) Media

The media team shall inform parents of organization activities and shall publicize noteworthy information concerning band-related activities in area publications including Tomball ISD forums and appropriate social media.

3) Chaperones

The chaperone team shall be responsible for providing chaperones for all events as requested by the Band Director. This team shall provide assistance in the supervision of students for band activities and band related functions.

4) Audit

The audit team shall be responsible for an annual audit of the financial records of the organization. The audit shall be completed and submitted to the Board of Directors by August 31st of the calendar year. The audit will be presented to the general membership during the first meeting following the presentation to the Board of Directors.

5) Individual Fundraising Events

The individual fundraising event teams shall recommend fundraising activities to benefit the band program and shall be responsible for implementing those projects and monitoring the results.

6) Banquet

The banquet team schedules and confirms event date with the Head Band Director, and the school administration; reserves event location and obtains signed contract from provider. The team shall plan and coordinate theme, menu, decorations, program, and favors. The team produces tickets and secures a DJ and obtains signed contract.

7) Uniform

The uniform team shall assist the Band Directors by issuing uniforms, maintaining the uniform room, and providing for periodic cleaning and minor repairs of the uniforms. This team will assist all facets of the program including Color Guard, Marching Band, Drum Majors, and Concert Bands.

8) Pit Crew

The Pit Crew team works with the Percussion Director to train the volunteers in procedures for loading, unloading and set-up. The team shall schedule and supervise other crew volunteers, assist students in loading and unloading the trailers, and assist students in moving instruments on/off football field, stage, etc.

9) Concession Crew

The concession crew team sets up, staffs, and cleans up the concession stands for all home football games as well as track meets. Team members also receive and stock deliveries from vendors.

10) Hospitality

The hospitality team orders and arranges for pick up or delivery of all Band Camp, game day and/or contest meals for the band, and ices drinks at Band Camp, games, and contests.

- b. Teams other than the standing teams as set forth in these by-laws may be established by a majority vote of the Board of Directors. The President will dissolve each additional team upon completion of the team's responsibilities.
- c. A team member may be removed from a team with the consent of both the team leader and the responsible officer with concurrence of the Head Band Director.

## **Article 7. Conflict of Interest**

### Section 1: Purpose

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2: Definitions

1. Interested Person: Any director, principal officer, or member of a team with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Item 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or team decides that a conflict of interest exists.

### Section 3: Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of teams with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or team members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board of directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The president shall, if appropriate, appoint a disinterested person or team to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board of directors shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In

conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

#### Section 4: Records of Proceedings

The minutes of the board of directors shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or team's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 5: Annual Statements

Each director and member of the board of directors shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

#### Section 6: Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether arrangements with businesses and other organizations conform to the Booster Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Section 7: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 6, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

## **Article 8. General Provisions**

### Section 1: Fiscal Year

The fiscal year of this organization shall be June 1 through May 31 of the following calendar year.

### Section 2: Operating Funds

Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all regular membership meetings.

### Section 3: Group Exemptions

This non-profit organization qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Regulations as they now exist or as they may be amended.

## **Article 9. Volunteer Deposit**

The Booster Club is a 501(c)(3) non-profit organization run by volunteers. The Booster Club and the Directors anticipate that every family does their fair share to support the students in the program. This allows the Tomball High School Band and Color Guard to keep fees low compared to comparable programs in the area. To encourage participation and to ensure fairness to all families, the Booster Club collects a \$150 check at registration from every family, regardless of Booster Club membership.

The check is dated November 15 of the year. This \$150 will be returned, uncashed, upon completion of the 3 concession shifts that each Band and Guard family is required to work (minimum 2 varsity games). Alternative volunteer opportunities are available for those who are unable to work the concession stands due to extenuating circumstances. Those arrangements must be made with the Head Band Director and/or Booster Club President. Should a family complete fewer than 3 concession shifts or alternate volunteer shifts, the check will be deposited by the Booster Club and refunded in increments of \$50 for each shift worked. Each family receiving a refund can choose to apply the refund to

the cost of the Spring Trip, apply it toward fees owed, donate it to the Booster Club, or have it refunded in the form of a check.

The Booster Club understands that not everyone is able to find the time to volunteer; therefore there is an option for a family to choose not to volunteer in the concession stand or other approved alternative. In this case, the check will be cashed and not returned. Such checks may be written for a date earlier than November 15 should the family so choose.

[Comment from PAD: Do we add exemptions for board members? I'm willing to keep working shifts within my family, even if it's just a matter of showing good faith to the general membership. But I am also willing to write in the exemption if the board feels it's important.]

## **Article 10. Amendments**

### Section 1: Amendments to By-laws

These by-laws may be altered, amended, or repealed. New by-laws may be adopted by a majority vote of the Board of Directors and then by a majority vote of the members in attendance at any regular Booster Club meeting, provided that a quorum is present and, that such alterations, amendments, or proposed substitute by-laws have been distributed to the Booster Club at least one week prior to the meeting for consideration.

## **Article 11. Dissolution**

### Section 1: Dissolution

Upon the dissolution of this organization, assets and records shall be distributed to the Tomball High School Band to be used for educational purposes.

## **Article 12. Parliamentary Authority**

### Section 1: Parliamentary Authority

General Booster Club meetings and Board of Director meetings shall be conducted in accordance with the parliamentary procedures contained in the latest edition of Robert's Rules of Order.

|



## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of the Tomball Cougar Pride Band Booster Club and that these by-laws constitute the Corporation's by-laws. The by-laws were duly adopted at a meeting of the Board of Directors held on February 26, 2015.

\_\_\_\_\_  
Secretary of the Booster Club

Dated: \_\_\_\_\_