AMENDED AND RESTATED BYLAWS OF MIDLAND HIGH SCHOOL BAND BOOSTERS, INC

(REVISION 11-07-13)

 These Bylaws govern the affairs of Midland High School Band Boosters, Inc., a nonprofit corporation (the “Corporation”) organized under the Texas Non-Profit Corporation Act (the “Act”).

**ARTICLE 1**

**OFFICES**

Principal Office

* 1. The principal office of the Corporation in the State of Texas shall be located at 906 W. Illinois, Midland, Texas 79701.

Registered Office and Registered Agent

* 1. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

Mission Statement

 1.03 The mission of the Midland High School Band Boosters, Inc. is to “Support the students and directors of the Midland High School Band Program and its feeder schools in their efforts to be the best band program in the United States.”

**ARTICLE 2**

**MEMBERS**

 2.01. The Corporation shall have three classes of members, Class A, Class B, and Class C. Each such class shall have identical rights, privileges and responsibilities, except that Class A members shall have the (i) sole right to vote, by casting one vote per member, at all meetings of members and as otherwise permitted by the Act, (ii) sole right to serve on the committees specified in Section 5.11 below, and (iii) shall be responsible for paying such dues as the Board of Directors may determine from time to time. Class B members shall have no voting rights and shall pay no dues. Class C members shall have the same rights, privileges and responsibilities as indicated above as items (i), (ii) and (iii) for Class A members, and shall be limited to one vote per membership. Class A members shall consist of all parents and friends of student members of the Midland High School Band who are interested in the welfare of the Corporation, are of the age of at least 19 years, and are not in default in the payment of membership dues. Class B members shall consist of currently enrolled student members of the Midland High School Band or alumni of Midland High School. Class A and Class B members join on an individual basis. Class C members shall be designated as a Family membership and consist of family members of currently enrolled student members of the Midland High School Band. Regardless of the number of individual family members included in a Family membership, each separate Family membership shall only be entitled to cast one vote per Family membership.

2.02. The Board of Directors may set and change the amount of the dues payable by Class A and Class C members. Dues shall be payable in advance on the first day of each fiscal year. Application for any new membership may be submitted at any time during a fiscal year. Provided however, (i) the dues for any respective membership shall not be prorated during a fiscal year and (ii) applications for Class A and Class C memberships received after January 31st of a fiscal year shall be deferred for consideration until March 31st of that respective fiscal year. Membership in the Corporation is not transferable. The Board of Directors may expel a member from the Corporation after a hearing before the Membership Committee for a material, serious breach of the Corporation’s Articles of Incorporation, Bylaws, or rules, or for failure to pay dues, after thirty (30) days prior written notice of the particular default. Notwithstanding anything contain herein to the contrary, any existing member who fails to pay their dues on or before October 1 of the respective fiscal year shall automatically be deemed to be in default without any further action or notice by the Board of Directors. A member shall have no interest in specific property of the Corporation.

2.03. Beginning May 12, 1992, the Board of Directors shall hold an annual meeting of members on the second Tuesday of April of each year, or any other day that may be selected by the Board of Directors. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in the state of Texas, the meeting shall be held on the next business day. At the annual meeting, Class A and Class C members shall elect directors and transact any other business that may come before the meeting.

2.04. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month. Regular meetings of the membership shall be held on the third Tuesday of each month for purposes of conducting ongoing, routine business of the Corporation. Provided however, any regular meeting of the Board of Directors or members may be rescheduled by a majority vote of the Board of Directors.

2.05 Special meetings of the members may be called by the President, a majority of Directors or at least thirty percent (30%) of Class A and Class C members upon written notice to all members at least ten (10), but no more than fifty (50), days prior to such meeting.

2.06. All meetings shall, unless otherwise provided in a notice to members, be held at the principal office of the Corporation.

2.07. Members holding twenty-five percent (25%) of the combined Class A and Class C votes who attend the meeting in person or by proxy shall constitute a quorum. Any action to be approved at a meeting shall be so approved only upon the vote of at least a majority of the numbers of member constituting a quorum.

2.08. Class A or Class C members may vote by proxy executed in writing by the member for a term not to exceed beyond eleven (11) months from the date of its execution, or the end of that respective fiscal year, whichever occurs first.

**ARTICLE 3**

**BOARD OF DIRECTORS**

Management of the Corporation

3.01. The affairs of the Corporation shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

3.02. The number of Directors shall be nine. The directors may from time to time increase or decrease the number of directors by appropriate resolution, but in no event shall the number of directors be less than three (3) and no decrease shall have the effect of shortening the term of any incumbent director. Each Director shall serve a term of one year. The duties of each Director shall be as hereinafter set forth and/or as maybe designated by the Board of Directors. All Directors shall consist of parents of active student members of the Midland High School Band, and must be a Class A or Class C member. Consequently, at any such time should a Director fail to have a child as an active student member of the Midland High School Band, the applicable term of office held by that respective Director shall immediately terminate without any further notice or action required by the Board of Directors.

Nomination of Directors

 3.03.A. A Nominating Committee shall be selected by the Board of Directors at the February membership meeting of each year, whose duty shall be to select and report to the Board of Directors, a slate of willing candidates for each Director position. The Nominating Committee shall be comprised of four (4) individuals that include at least one (1) officer and one (1) other member~~s~~ from the current Board of Directors, one (1) additional Class A and/or Class C members who are not members of the current Board of Directors, and one (1) current Band Director of the Midland High School Band. Such additional Class A and/or Class C members of the Nominating Committee will be chosen by a random drawing of those individuals present at the February membership meeting.

 3.03.B. The Nominating Committee will solicit and accept nominations from any Class A or Class C member. Any member may contact a member of the Nominating Committee to nominate herself or himself. All members must grant express permission to the Nominating Committee in order for their name to be accepted into nomination and be approved by the MHS Band Director. The Nominating Committee’s slate of candidates, which shall be comprised of at least one person per board and standing committee position, shall be presented to the Board of Directors at the March board meeting. The slate of all nominees will also be presented and introduced to the membership at the March membership meeting.

Election of Directors

 3.04 A person who meets all qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by the majority vote of the membership at the annual meeting of the member in April of each year. Voting by ballot is only necessary if there is more than one nominee for an office or standing committee who isn’t Co-Chairing the position. Voting hours shall be scheduled between 6:30 p.m. to 8:30 p.m., at which time ballots will be completed and placed in a sealed container. If any member is unable to attend the April meeting, such member should contact the Nominating Committee Chairperson on or before the Tuesday immediately preceeding to the April meeting to pick up a ballot. The marked ballot must be returned to the Nominating Committee on or before 8:30 p.m. on the day of the April meeting to be counted as a valid vote. The Nominating Committee shall then canvas the results that evening and present same to the current President and 1st Vice President who will advise the elected Directors of such results. The duly elected Directors shall be installed at the first regular meeting of the fiscal year for which they have been elected. Each Director shall hold office until his successor is elected and qualified. A Director may be elected to succeed himself or herself as Director. Those nominees who are not elected will remain eligible for appointment, in numerical order of votes received by the Board of Directors as alternates to fill any vacancy that may occur during that fiscal year. No further action shall be necessary to fill any such vacancy other than appointment by the Board of Directors, as hereinafter set forth.

Vacancies

 3.05 Any vacancy occurring in the Board of Directors, shall be filled by the appointment of the Board of Directors as set forth in Section 3.04. A director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the numbers of Directors, shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Annual Meeting

 3.06 The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The annual meeting of the Board of Directors will be held in May. If the date fixed for the annual meeting is a Saturday, Sunday, or legal holiday in the State of Texas, the meeting should be held on the next business day. At the annual meeting, the Directors shall elect officers and transact any other business that may come before the meeting, file annual office/committee reports, set up annual audit of books, and then turn meeting and all notebooks over to new Board of Directors.

Regular Meetings

 3.07 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation’s registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

 3.08 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place with Midland, Texas as the place for hold a special meeting.

Notice

 3.09 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than ten (10) or more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

 3.10 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors represented by proxy may not be counted for a quorum. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

 3.11 Directors will discharge their duties, including any duties as committee membership, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation’s best interest. In the context, the term “ordinary care” means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

 Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that maybe subject to restrictions imposed by the donor or transferor of the property.

 Directors shall not carry on any activities not permitted to be conducted by an organization exempt from federal income tax under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Duty to Avoid Improper Distributions

 3.12 Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing or such dissent is entered in the minutes of the meeting. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

 A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers of the Corporation; legal counsel, public accountants, or other persons as to matters the Directors reasonably believes are within the person’s professional or expert competence; or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation’s assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provisions for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney of the Corporation.

 Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distribution knowing that they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

 3.13 Directors may select advisors and delegates’ duties and responsibilities to them, such as full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation’s behalf; and to sell, transfer, or otherwise dispose of the Corporation’s assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

Interested Directors

 3.14 Contracts or transactions between Directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, officer or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party’s votes are counted for that purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

Actions of the Board of Directors

 3.16 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present. “Roberts Rules of Order” shall govern meetings when they are not in conflict with the organization’s bylaws.

Proxies

 3.17 A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months after the date of its execution, or the end of that respective fiscal year, whichever occurs first, but in no event shall it be valid after eleven months from the date of execution.

Compensation

 3.18 Directors shall not receive salaries for their services.

Removal of Directors

 3.19 The Board of Directors may vote to remove a Director at any time with or without good cause. Good cause for removal of a Director shall include the unexcused failure to attend three consecutive meetings of the Board of Directors. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and the notice shall state the possible cause for removal. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of a majority of the Board of Directors.

**ARTICLE 4**

Officer Positions

 4.01 The officers of the Corporation shall be a president, first, second, third , fourth and fifth vice presidents, a secretary, and a treasurer. The Board of Directors may create additional officer or Director Positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president, treasurer and secretary.

Election and Term of Office

 4.02 The officers of the Corporation shall be elected annually by the ensuing Board of Directors at the first official meeting after taking office of the new Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Vacancies

4.04 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer’s term.

President

 4.05 The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident of the office of president.

Vice President

 4.06 When the president is absent, is unable to act, or refuses to act, the vice presidents shall, in the order of their seniority, perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. A vice president shall perform other duties as assigned by the president or Board of Directors.

 4.07 The First Vice-President shall perform all duties of the President in his or her absence and shall serve with other officers as maybe requested by the President. He or she shall also serve as Membership Chairman, Volunteer Coordinator, and Senior Scholarship Chairman. The Second Vice-President shall be the Fundraising Chairman. The Third Vice-President shall serve as the Drivers’ Trip Chairman. The Fourth Vice-President shall serve as the equipment & Belt Crew Coordinator. The Fifth Vice-President shall serve as the Uniform Coordinator.

Record Keeping Treasurer

 4.08 The Record Keeping Treasurer shall:

(a) Have joint charge and custody of and be responsible for all funds and securities of the Corporation and have a good working relationship and communication with Deposit/Statements Treasurer.

(b) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be withdrawn from the corporation or its accounts for any amounts greater than $2,000 without the signature of the Deposit/Statements Treasurer or President in addition to the signature of the Record Keeping Treasurer. However, such signature authority limit may be amended as needed upon approval by the Board of Directors.

(c) Maintain the financial books and records of the Corporation.

(d) Present a “Proposed” Budget at the first board of directors meeting of the fiscal new year to be approved. (This is the “kick off” meeting in June.) Maintain and keep up to date the approved budget and submit written report at all meetings.

(e) Initiate budget in Charms and thereafter enter all payments in Charms as disbursed. In addition, receive deposit documentation from the Deposit/Statements Treasurer and record in Charms.

(f) Prepare and distribute financial reports for every Board of Director meeting, membership meetings, and “End of Year” Financial Report at the end of fiscal year in May.

(g) Prepare and send to the Texas State Comptroller all sales taxes and forms as needed and required.

(h) Prepare and submit required Federal IRS tax return on previous MHSBB fiscal year NO LATER THAN OCTOBER 15th each year.

(i) Balance the checkbook online and keep current.

(j) Print all website purchases/invoices and make appropriate student credits as needed and reconcile with detail from Charms when monthly website payment checks are received.

 Maintain W9 forms for all Clinicians that are paid.

(k) When asked for “change” for concessions, spirit sales, etc. – give cash box with proper forms to person requesting the change. Advise requester that the cash box is to be turned in to Deposit/Statements Treasurer. (Deposits/Statements Treasurer should give empty box back to you.)

(l) Perform other duties as assigned by the President or by the Board of Directors.

(m) It is required by the Board of Directors to provide a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors. Such bond will be provided at the expense of the Corporation in addition to D & O and Liability insurance.

(n) Coordinate the preparation and submit to the Board of Directors an Internal Audit each fiscal year that provides a correct and complete account of all financial transactions conducted during the fiscal year. This is to be done at the end of each fiscal year.

(o) Give all financial books and records to the newly installed Record Keeping Treasurer no later than two weeks after the fiscal year has ended.

Deposit/Statements Treasurer

 4.08(A) The Deposit/Statements Treasurer shall:

(a) Have joint charge and custody of and be responsible for all funds and securities of the Corporation, and have good working relationship and communication with Record Keeping Treasurer.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Maintain P O Box and check weekly.

(d) Monthly printed band statements are to be given “unopened” to the Band Statement Accessor EACH MONTH.

(e) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President. VERY IMPORTANT – all monies are to be deposited weekly and a Deposit Summary form must accompany EVERY deposit.

(f) After a deposit is made, give the Deposit Summary form to the Record Keeping Treasurer on, at least, a weekly basis. (This includes any parent receipts, envelopes collected, deposit forms from an event chair, etc.) It is imperative that there be sufficient detail on each receipt in order for the Record Keeping Treasurer to properly credit monies to student accounts and/or budget area.

(g) It is IMPORTANT that any monies received by an event chairperson (Spirit Wear, Concessions, Summer Band Concert Chair, etc.) be recorded on a Deposit Summary form, and he/she will ensure that received monies and summary are correct. The Deposit/Statements treasurer will receive monies from an event chairperson, e.g. Spirit Wear, Concessions, Summer Band Concert, and will ensure that the money is accompanied by a Deposit Summary form completed by the chair. The treasurer will recount the money submitted, compare to the amounts recorded on the Deposit Summary form, and will contact the chair in the event of any discrepancy. Once reconciled, the treasurer will sign the form, deposit the money and forward all records to the Record Keeping Treasurer.

(h) Check the money box at both band halls each Friday afternoon. The freshman money box does not need to be checked during marching season as the freshman go to the high school for practices. A Deposit Summary form should accompany every money box retrieval.

(i) Mail out monthly band statements at the beginning of each month so families receive them prior to parent meetings. Statements are mailed from September to May. Obtain the newsletter and/or other materials that the Board of Directors requests to be included in the mailing.

(j) Accept cash boxes/monies for deposit and return empty cash box to Record Keeping Treasurer. Ensure a Deposit Summary form was included with cash box monies.

(k) Perform other duties as assigned by the President or by the Board of Directors.

(l) Give all financial books and records to the newly installed Deposit/Statements Treasurer no later than two weeks after fiscal year has ended.

Secretary

 4.09 The Secretary shall:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and of the seal of the corporation.

(d) Affix the seal of the Corporation to all documents as authorized.

(e) Keep a register of the mailing address of each Director and officer of the Corporation.

(f) Perform duties as assigned by the president or by the Board of Directors.

(g) Keep a register of the names and addresses of all current Class A, B and C members.

**ARTICLE 5**

**COMMITTEES**

Establishment of Standing & Special Committees

 5.01 The Board of Directors may adopt a resolution establishing one or more standing and/or special committees delegating specified authority to a committee, and appointment or removing members of a committee. A standing committee is a committee that has responsibility for a task/job that is done every year and the standing committee coordinator is a voting member of the Board of Directors. A special committee is a committee formed only for a specific task and is resolved when the task is completed and is not a voting member of the Board of Directors and reports to the Board of Directors. The Second Vice-President (Fundraiser Chairman) may establish special committees each year for the nominations committee to obtain a nominee to serve as chair for that special committee. The Board of Directors may establish qualification for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

(a) Amend the articles of incorporation.

(b) Adopt a plan of merger or a plan of consolidation with another corporation.

(c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.

(d) Authorize the voluntary dissolution of the Corporation.

(e) Revoke proceedings for the voluntary dissolution of the Corporation.

(f) Adopt a plan for the distribution of the assets of the Corporation.

(g) Amend, alter, or repeal the Bylaws.

(h) Elect, appoint, or remove a member of a committee or a Director of officer of the Corporation.

(i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04 below.

(j) Take any action outside the scope of authority delegated to it by the Board of Directors.

Authorization of Specific Committees

 5.02 The Board of Directors shall define the activities and scope of authority of each committee by resolution.

Term of Office

 5.03 Each member of a committee shall continue to serve on the committee until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member’s term.

Chair, Vice Chair and Coordinator

 5.04 One member of a standing committee shall be designated as the coordinator of the committee and another member of each committee shall be designated as the vice-chair. The coordinator shall be elected by the general membership annually. One member of a special committee shall be designated as the chair of the committee and will be appointed by the Board of Directors. The chair or coordinator shall call and preside at all meetings of the committee. When the chair or coordinator is absent, is unable to act, or refuse to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Notice of Meetings

 5.05 Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven nor more than thirty days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

Quorum

 5.06 One-half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during the meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Actions of Committees

 5.07 Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for purposes of determining the act of the committee.

Proxies

 5.08 A committee member shall not vote by proxy.

Compensation

 5.09 Committee members shall not receive salaries for their services.

Rules

 5.10 Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Specific Committees

 5.11 Without limiting the foregoing provisions of this Article Five, there shall be the following standing committees:

(A) Away Food which is responsible for obtaining and organizing food for all away football games and other away events.

(B) Home Food which is responsible for obtaining and organizing food for home football games and other home events.

(C) Band Banquet which is responsible for obtaining location, date, food, and organization of the band banquet.

(D) Band Trip which is responsible for organizing spring band trip and coordinating trip with tour company and organizing and communicating trip details to parents.

(E) Bank Statement Assessor is responsible for reviewing monthly unopened bank statements and filling out reports to protect and ensure all band money transactions are appropriate.

(F) Newsletter is responsible for monthly newsletter that is enclosed with band statements.

(G) Platoon Parent is responsible for obtaining platoon parents for all platoons and coordinating communications and activities for platoon parents.

(H) Show Banner is responsible for getting banners ready for marching season and obtaining all volunteers. This standing committee is only needed when the band directors will have show banners for the marching show season.

(I) Show Shirt is responsible for obtaining t-shirt sizes for all band members and getting show shirts ready and distributed to all band members.

(J) Sponsorship/Programs is responsible for all sponsorships being collected and implemented and programs for concert season prepared.

(K) Summer Band Concert is responsible for organizing and implementing Summer Band Concert.

(L) Water/Bleacher Duty is responsible for cleaning bleachers, watering band, and snacks after half time show at all football games.

(M) Website is responsible to keep all items up to date on the band

5:12 The Membership Committee shall consist of the First Vice-President as chairman. The committee shall maintain an accurate, up-to-date list of members by class and shall encourage non-members to join the Corporation’s membership. The Fundraising Committee shall consist of the Second Vice-President as chairman, and shall be in charge of supervising all money-raising projects for the Corporation. The Volunteer committee is responsible for keeping an up-to date list of any person wishing to volunteer for any specific task and give those names to the respective coordinator or chair and consist of the First Vice-President as chair. The Senior Scholarship committee shall consist of the First Vice-President and be responsible for getting scholarship applications to all seniors and gathering all qualified applications for committee review and selection.

**ARTICLE 6**

**TRANSACTIONS OF THE CORPORATION**

Contracts

 6.01 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

 6.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

 6.03 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation’s federal and state tax status.

Potential Conflicts of Interest

 6.04 The Corporation shall not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligation relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binging instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the prior approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

 6.05 As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Corporation shall:

 (A) Do any act in violation of the bylaws or a binding obligation of the Corporation.

 (B) Do any act with the intention of harming the Corporation or any of its operations.

 (C) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

 (D) Receive an improper personal benefit from the operation of the Corporation.

 (E) Use the assets of this Corporation, directly or indirectly, for any purposes other than carrying on the business of this Corporation.

 (F) Wrongfully transfer or dispose of Corporation property, including intangible properly such as good will.

 (G) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation’s business.

 (H) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**ARTICLE 7**

**BOOKS AND RECORDS**

Required Books, Records and Internal Audit

 7.01 The Corporation shall keep correct and complete books and records of account. The Corporation’s books and records shall include:

 (A) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles or consolidation, and statement of change of registered office or registered agent.

 (B) A copy of the Bylaws, and any amended versions or amendments to the bylaws.

 (C) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

 (D) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.

 (E) A financial statement showing the assets, liabilities and net worth of the Corporation at the end of the three most recent fiscal years.

 (F) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.

 (G) All rulings, letters, and other documents relating to the Corporation’s federal, state, and local tax status.

 (H) The Corporation’s federal, statement and local information or income tax returns for each of the Corporation’s three most recent tax years.

 (I) Names and addresses of all Classes of members of the Corporation.

 (J) Maintain a notebook for each office and standing committee that has all “End of Year” reports, current policies, procedures and budget details. The current officer/standing committee coordinator is responsible for maintaining and updating their notebook and passing it on to the newly elected officer/standing committee coordinator at the end of the fiscal year.

Inspection and Copying

 7.02 Any Director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person’s interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation’s books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation’s books and records may do so at a reasonable time no later than five working days after the Corporation’s receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation’s books and records by members. The fees may cover the cost of materials and labor, but may not exceed twenty cents per page. The Corporation shall provide requested copies of books or records no later than five working days after the Corporation’s receipt of a proper written request.

Internal Audit

 7.03 The Corporation shall conduct an Internal Audit each fiscal year that provides a correct and complete account of all financial transactions conducted during the fiscal year. The Internal Audit shall be (i) coordinated by the Treasurer, (ii) verified by the President, (iii) approved by the Board of Directors and (iv) conducted by a certified public accountant using generally accepted accounting principles, or a Board of Directors appointed committee of non-bank account signers using Board of Directors approved Audit forms. This internal audit is to be initiated by appointing the audit committee or certified public accountant at the May Board of Directors meeting.

**ARTICLE 8**

**FISCAL YEAR**

 The fiscal year of the Corporation shall begin on the first day of June and end of the last day in May in each year.

**ARTICLE 9**

**INDEMNIFICATION**

When Indemnification is Required, Permitted, and Prohibited

 9.01 (A) The Corporation shall indemnify a Director, officer, committee member, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of the article, an agent includes one who is or was serving at the request of the Corporation as a Director, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonable believed that the conduct was in the Corporation’s best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

 (B) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

 (C) The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, or agent of the Corporation in connection with the person’s appearance as a witness or other participation in a proce3eding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

 (D) In addition to the situations otherwise described in the paragraph, the Corporation may indemnify a Director, officer, committee member, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01 (A), above.

 (E) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

 (F) If the Corporation may indemnify a person under these bylaws, the indemnity includes judgments, penalties (including excise and similar taxes), settlements, and reasonable expenses (including attorney’s fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by the on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

 9.02 (A) Before the Corporation may pay any indemnification expenses (including attorney’s fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02 (C), below. The Corporation may make these determinations and decisions by any one of the following procedures:

 (i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

 (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

 (iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 9.02 (A)(I) or 9.02 (A)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

 (B) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02 (A)(iii), above, governing the selection of special legal counsel. A provision contained in the articles in incorporation, the bylaws, or a resolution of the Board of Directors that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

 (C) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(A), above. The person’s written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

**ARTICLE 10**

**NOTICES**

Notice by Mail, Telegram, Facsimile or E-mail

 10.01 Any notice required or permitted by the bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given by mail, telegram, facsimile, or E-mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the recor4ds of the Corporation. A person may change his or her address by giving written notice to the secretary of the Corporation. If given by facsimile, a notice shall be deemed to be delivered upon confirmation of receipts by the addressee when addressed to the person at his or her address as it appears on the records of the Corporation. If given by E-mail, a notice shall be deemed to be delivered when sent to the person at his or her address as it appears on the records of the Corporation.

Signed Waiver of Notice

 10.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

 10.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE 11**

**SPECIAL PROCEDURES CONCERNING MEETINGS OR OBTAINING A DECISION**

Meeting by Telephone

 11.01 The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

 11.02 Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original consents shall be placed in the Corporation minutes book and kept with the Corporation’s records. A telegram, telex, cablegram or similar transmission by a member, director or members of a committee or a photographic, photo static, facsimile or similar reproduction of a writing signed by a member, director or member of a committee shall be regarded as signed by the member, director or member of a committee for purposes of this section.

Voting by Proxy

 11.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

 (A) An instrument revoking the proxy is delivered to the secretary or other designated officer.

 (B) The proxy authority expires under the terms of the proxy.

 (C) The proxy authority expires under the terms of the Bylaws.

**ARTICLE 12**

**AMENDMENTS TO BYLAWS**

Legal Authorities Governing Construction of Bylaws

 13.01 The bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the bylaws to statues, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

 12.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

 13.03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

 13.04 Wherever the context requires, all words in the bylaws in the male general shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

 13.05 The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words “Midland High School Band Booster, Inc.”, “Texas”, in one circle and the word “Incorporated” together with the date of incorporation of the Corporation in the other circle.

Power of Attorney

 13.06 A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

Parties Bound

 13.07 The bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

 13.08 The bylaws may be amended by a majority vote of the Board of Directors present at a Board of Directors meeting provided written notice of proposed amendment(s) have been given at least 14 days prior.

**CERTIFICATE OF THE SECRETARY**

I CERTIFY THAT I AM THE DULY ELECTED AND ACTING SECRETARY OF Midland High Band Boosters, Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on November 7, 2013.

DATED: November 7, 2013

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Ellen Boyd

Secretary of the Corporation