

**BYLAWS OF
THE LEE HIGH SCHOOL BAND
BOOSTER CLUB
Amended March 22, 2016**

ARTICLE I: NAME

The name of this organization shall be the Lee High School Band Booster Club (LHS Band Booster Club). The legal name of the organization as filed with the Texas Secretary of State and Internal Revenue Service is "Robert E Lee High School Rebel Bandoliers." The entity will conduct business in the name (dba) of "Lee High School Band Booster Club." The registered office of this organization shall be 3500 Neely Avenue, Midland, TX 79707, and the mailing address shall be P.O. Box 8741, Midland, TX 79708.

ARTICLE II: OBJECTIVES AND PURPOSE

SECTION 1. Objectives

The primary objectives of the LHS Band Booster Club shall be as follows:

- a. Encourage the growth and development of a high quality band program that complements and extends the educational options for young people; actively develop and implement creative avenues which encourage young people to excel through the band program both collectively, and individually;
- b. Provide financial support for unique projects which promote the band program and fall within the University Interscholastic League (U.I.L.), Texas Music Educators' Association (T.M.E.A), and Midland Independent School District (MISD) policies and guidelines, but which are outside the domain and purpose of school district revenue;
- c. Maintain clear communications and cooperation among all band members, their parents, the Band Directors, and MISD administration to further all objectives of the Robert E. Lee High School Band; and
- d. Disseminate information on programs and projects that will attract and involve a large, active group of parents of band students. Cooperate with the MISD administration, school officials and Band Directors in the pursuit of these objectives.

SECTION 2. Purpose

LHS Band Booster Club is a Section 501(c)(3) designated organization, and as such:

- a. LHS Band Booster Club is organized exclusively for charitable, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the LHS Band Booster Club shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the LHS Band Booster Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, hereof.
- c. No substantial part of the activities of the LHS Band Booster Club shall involve the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the LHS Band Booster Club shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding Section of any future federal tax code.
- d. The organization shall not distribute its assets on dissolution other than for one or more exempt purposes. See Article XII.
- e. The LHS Band Booster Club shall be non-commercial, non-sectarian, and non-partisan.
- f. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern, or in connection with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of this organization.
- g. The LHS Band Booster Club shall not, directly or indirectly, participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. However, information regarding issues that may affect the LHS Band Booster Club or the band program may be disseminated and/or discussed at meetings.
- h. No member of the LHS Band Booster Club may divert any part of its income or assets to any member, donor, officer, employee, individual, corporation or organization, except in accordance with the approved annual budget.

ARTICLE III: MEMBERS

SECTION 1. Membership Requirements and Dues

Membership in this organization shall consist of parents or guardians of band students enrolled in the band programs of Robert E. Lee High School and Robert E. Lee Freshman High School, as well as anyone interested in supporting the band programs. Membership shall be made without regard to race, color, creed or national origin. The annual membership dues start at \$5 per person to become a voting member of the booster club.

SECTION 2. Honorary Life Membership

Upon recommendation by one member, seconded by another and by three-fourths vote of members present at any scheduled meeting, Honorary Life Membership may be conferred upon any person who shall have rendered notable service to the LHS Band Booster Club. An Honorary Life Member shall have none of the obligations of membership, but shall be entitled to all of the privileges except those of making motions, of voting and of holding office.

ARTICLE IV: EXECUTIVE BOARD

SECTION 1. Requirements

Each officer shall be a dues-paying member of LHS Band Booster Club, and must have a band student who is currently enrolled at Robert E. Lee High School or Robert E. Lee Freshman High School. At any such time should an officer fail to have a child as an active member of the Lee High School band, the applicable term of office held by that officer shall immediately terminate without any further notice or action required by the Executive Board.

SECTION 2. Board Positions and Terms

The Executive Board of this organization shall consist of nine voting members, three non-voting members, and the Band Directors.

- a. The Executive Officers of this organization shall be President, First Vice President, Second Vice President-Fundraising, Third Vice President-Membership, Fourth Vice President-Hospitality, Secretary, Receivables Treasurer, Payables Treasurer, and Communications Officer. Other directors shall be Ex-Officio Members: the immediate past President, the Tax Reporting Officer, Parliamentarian and the Band Directors. There will be only one vote per position and the Ex-Officio Members do

not carry a vote. All officers shall perform duties prescribed by these Bylaws and the parliamentary authority adopted by the organization.

- b. The Executive Officers shall be elected for a term of one School Year by vote at the Election Meeting which shall be by voice vote and shall serve until their successors are elected.
- c. Every effort shall be made to elect a President who has previously served in another officer position on the Executive Board of the LHS Band Booster Club.
- d. Executive Officers are limited to serving two consecutive terms in the same office, and three consecutive terms as a voting member of the Executive Board. Members may return to a voting position on Executive Board after serving one term in an Ex-Officio position (Parliamentarian or Tax Reporting Officer) or by rolling off the Board for one School Year. Under special circumstances, the Nominating Committee, with the approval of the Executive Board, may propose that an Executive Officer serve more than three consecutive terms as a voting member if it is deemed in the best interest of the organization to do so.
- e. Family members may not serve in related Executive Board positions, i.e.: Receivables Treasurer and Payables Treasurer, Treasurer and Tax Reporting Officer, etc. The definition of “related Executive Board positions” shall be determined by the Nominating Committee.

SECTION 3. Executive Board Duties

Duties of the Executive Board shall be to:

- a. transact all necessary business in the intervals between General Membership meetings and conduct other such business as may be referred to it by the membership;
- b. set the time and place for all meetings for the organization;
- c. create standing and special committees;
- d. approve the plans of work of all officers and committee chairpersons;
- e. prepare a budget for the School Year and submit the budget to the General Membership for adoption;
- f. report on all LHS Band Booster Club activities at the General Membership meetings;
- g. appoint an Auditing Committee, consisting of not less than three members, at least 30 days prior to the end of the fiscal year, to audit the Treasurer's accounts;
- h. fill vacancies of officers and committee chairpersons in accordance with Article IV, Section 4 of these Bylaws; and
- i. subject itself to the orders of the membership so that none of its acts shall conflict with the action taken by the membership
- j. perform in the best interests of the Booster Club at all times in a positive and respectful manner

SECTION 4. Vacancies

A vacancy occurring in any elected office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board. A vacancy occurring in any appointed office shall be filled for the unexpired term by a person appointed by the President.

SECTION 5. Removal from Office

By a two-thirds vote of the Executive Board, an officer or chairman may be removed from office for failure to perform duties or for conduct which is damaging to the purposes of the LHS Band Booster Club or the band program of Robert E. Lee High School.

ARTICLE V: DUTIES OF EXECUTIVE OFFICERS

SECTION 1. Plans of Work

At the beginning of his/her term each officer shall submit a plan of work to the Executive Board for approval. At the close of their terms, all officers shall deliver to their successors or the President all official materials within fifteen (15) days following the meeting at which their successors assume their duties.

SECTION 2. President

The President shall:

- a. coordinate the work of the officers and committees of the LHS Band Booster Club in order that the objectives may be promoted, and provide leadership and guidance to all Executive Board Officers and Committee Chairpersons;
- b. confirm that a quorum is present before conducting any business at any meeting of the organization of the Executive Board;
- c. preside at all meetings of the organization, and the Executive Board;
- d. chair the Summer Band committee;
- e. chair the West Texas Tournament of Bands committee;
- f. work with the Band Director(s) to plan and host orientations and parent meetings;
- g. oversee the Pit/Equipment Committee;
- h. chair the Sponsorship and Advertising Committee;
- i. chair the Budget committee, and work with the Treasurers and Band Director(s) to present a proposed budget for each School Year;
- j. review all new proposed projects with the Band Director(s);
- k. appoint chairs of special committees, subject to the approval of the Executive Board;

- l. be authorized to sign on all bank accounts;
- m. appoint an Auditing Committee of three members to audit financial records for the prior fiscal year;
- n. coordinate all travel with the Band Director(s);
- o. perform such other duties as may be prescribed in these Bylaws or assigned by the organization.

SECTION 3. First Vice President

The First Vice-President shall:

- a. serve as “second in command,” supporting the President on all initiatives;
- b. preside at all meetings when the President is not in attendance;
- c. serve as the Game Day Coordinator;
- d. oversee the Uniform Committee;
- e. oversee the Homecoming Committee;
- f. perform such other duties as may be prescribed in these Bylaws or assigned by the organization;
- g. assist the President in promotion of the objectives of the organization.

SECTION 4. Second Vice President-Fundraising

The Second Vice-President shall:

- a. chair the Fundraising committee, and oversee the sub-committees for Student and Band Fundraising, Spirit Sales and Yard L’s;
- b. present a calendar of fundraising events to the Executive Board for approval;
- c. make all arrangements for student fundraising activities, including contacting vendors of products to be sold, maintaining accurate records of expenses and charges for products, providing adequate adult supervision of all student fundraising activities, and other duties that arise in conjunction with fundraising;
- d. assist the President in promotion of the objectives of the organization.

SECTION 5. Third Vice President-Membership & Volunteers

The Third Vice-President shall:

- a. chair the Membership committee and coordinate the annual membership campaign;
- b. compile and maintain an accurate list of voting band booster club members;
- c. oversee the Volunteer committee and provide support to the Volunteer Coordinator;
- d. assist the President in promotion of the objectives of the organization.

SECTION 6. Fourth Vice President-Hospitality

The Fourth Vice-President shall:

- a. chair the Hospitality committee;
- b. plan all social activities for the band;
- c. coordinate Friday meals during marching season;
- d. oversee the Spring Banquet committee;
- e. assist the President in promotion of the objectives of the organization.

SECTION 7. Secretary

The Secretary shall:

- a. keep an accurate record of all General Membership meetings of this organization;
- b. keep an accurate record of all Executive Board meetings;
- c. receive and track all student forms, distributing as appropriate to various committees;
- d. oversee the Legal Committee, maintaining a list of notary volunteers and ensuring that notaries are available during orientation;
- e. have a copy of the Bylaws and a current list of voting members at all meetings;
- f. be authorized to sign on all bank accounts;
- g. perform such other duties as may be prescribed in these Bylaws or assigned by the organization;
- h. assist the President in promotion of the objectives of the organization.

SECTION 8. Receivables Treasurer

The Receivables Treasurer shall:

- a. chair the Assessment committee and maintain a record for each student of paid assessments, monies raised through fundraising, and monies paid for band trips;
- b. be authorized to sign on all bank accounts;
- c. collect funds when assessed, along with the other members of the Executive Board;
- d. provide an assessment summary report at each Executive Board meeting;
- e. maintain all deposits and petty cash;
- f. balance PayPal statement monthly and provide details to the Payables Treasurer;
- g. maintain the band email account, leerebelband@yahoo.com;
- h. submit account records to the Auditing Committee as required;
- i. participate as a member of the Budget Committee;
- j. arrange for the completion of any applicable State and Federal tax forms;
- k. perform such other duties as may be prescribed by these Bylaws or assigned by the organization;
- l. assist the President in promotion of the objectives of the organization.

SECTION 9. Payables Treasurer

The Payables Treasurer shall:

- a. have custody of all the funds of the organization;
- b. collect funds when assessed, along with the other members of the Executive Board;
- c. keep records of accounts, including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for five years;
- d. make disbursements as authorized by the President, Executive Board or organization in accordance with the budget adopted by the organization;
- e. be authorized to sign on all bank accounts;
- f. present a financial statement at all meetings and at other times when requested;
- g. submit account records to the Auditing Committee as required;
- h. participate as a member of the Budget Committee;
- i. arrange for the completion of any applicable State and Federal tax forms;
- j. perform such other duties as may be prescribed by these Bylaws or assigned by the organization;
- k. assist the President in promotion of the objectives of the organization.

SECTION 10. Communications Officer

The Communications Officer shall:

- a. maintain the Mighty Rebel Band website, including authorization to access the PayPal account to install payment options, and maintaining the Google calendar
- b. maintain all band social media pages;
- c. post meeting notices and other announcements as requested by the President
- d. handle public relations and news releases to the media as requested by the President or Executive Board;
- e. work with the Freshman, Colorguard and Percussion Liaisons to ensure students and parents receive sufficient communication.

SECTION 11. Tax Reporting Officer

The Tax Reporting Officer shall serve in an ex-officio capacity, reporting to the President of the organization, and shall:

- a. ensure that necessary documentations is provided to the tax preparer;
- b. ensure that accurate tax returns are filed on time;
- c. ensure that all state and federal guidelines are followed to maintain 501(c)(3) status.

SECTION 12. Parliamentarian

The Parliamentarian shall serve in an ex-officio capacity, reporting to the President of the organization, and shall:

- a. ensuring that all business conducted by the Executive Board is in compliance with adopted bylaws;
- b. review bylaws and recommend revisions to the Executive Board, when necessary;
- c. chair the Care and Concern Committee maintaining appropriate confidentiality;
- d. chair the Grievance Committee, maintaining appropriate confidentiality, and mediating issues as necessary.

SECTION 13. Immediate Past President

The Immediate Past-President may serve in an ex-officio capacity to provide continuity, advice and counsel.

SECTION 14. Band Directors

The Band Director(s) are ex-officio members of the Executive Board and shall give guidance to the organization so that no school policy or U.I.L. or T.M.E.A. guideline is violated.

ARTICLE VI: STANDING AND SPECIAL COMMITTEES

SECTION 1. Committee Chairpersons

- a. Only voting members of LHS Band Booster Club shall be eligible to serve in any elective or appointive position.
- b. The newly elected President shall call a special meeting of the Executive Board for the purpose of selecting and/or approving standing committee chairs
- c. No chair shall serve in the same position for more than two consecutive terms.
- d. The chair of each standing committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board. Executive Officers may serve as chair of standing or special committees.
- e. Chairpersons must adhere to the budget provided for their committee.

SECTION 2. Standing Committees

The Executive Board may create standing committees as it may deem necessary to promote the objectives and complete the work of the organization. Current committees are:

- a. **Assessment Committee** – Board responsibility of the Receivables Treasurer; responsible for recommending the assessment amount due from each student, producing student ledger statements, and accurately tracking assessment payments.
- b. **Assistant to the Treasurer** – Responsible for assisting the Treasurers as needed.
- c. **Budget Committee** – Board responsibility of the President; members include President, Receivables Treasurer, Payables Treasurer, Band Director(s) and other Executive Officers as requested by the President. Responsible for preparing a budget for the following School Year, to be approved by the Executive Board, and for proposing budget amendments as needed during the School Year.
- d. **Care and Concern Committee** – Board responsibility of the Parliamentarian; responsible for coordinating confidential support to students experiencing hardships.
- e. **Colorguard Coordinator** – Board responsibility of the Communications Officer; this individual is responsible for facilitating communication between the Directors /Instructors, parents and Executive Board, and recruiting Colorguard Support volunteers to assist with uniforms and preparation before games and contests.
- f. **Freshman Liaison** – Board responsibility of the Communications Officer; this individual is responsible for providing communication continuity between the Freshman band and the Senior High, and working with the Executive Board and the Directors to resolve any issues.
- g. **Fundraising Committee** – Board responsibility of the Second Vice President-Fundraising; responsible for planning and executing all fundraising activities. Sub-committees include: Student and Band Fundraising, Spirit Sales and Yard “L” Team.
- h. **“Game Day” Committee** – Board responsibility of the First Vice President; responsible for all game day activities (excluding Friday meals) including the following sub-committees: Chaperone Team, led by the Chaperone Coordinator, Medical Team, Water Committee, and Wrap the Stands Committee.
- i. **Grievance Committee** – Board responsibility of the Parliamentarian; responsibilities include: providing a confidential process for membership to report concerns about suspicious or inappropriate actions of Executive Board members; investigating all allegations, mediate when appropriate, and either resolve the concern to the satisfaction of the reporter, or escalate to the Band Director(s), Principal, or MISD officials when necessary.
- j. **Hospitality Committee** – Board responsibility of the Fourth Vice President-Hospitality; responsible for coordinating food and beverages at all social events, including game day meals, away-game snacks, hospitality suites at contests, and band social events. Sub-committees include: Friday Meals and Spring Banquet.

- k. Pit/Equipment Committee** – Board responsibility of the President; Led by the Pit Boss; responsible for coordinating the loading and unloading of equipment before and after each performance, maintaining all vehicles and trailers, notifying the Executive Board and Band Directors of needed equipment repairs or upgrades, and scheduling CDL Truck Drivers.
- l. Sponsorship and Advertising Coordinator** – Board responsibility of the President; responsible for: coordinating all printed programs, advertising on trailers, show shirts and any other marketing related materials as needed; and coordinating corporate sponsorships and ensuring that obligations of those sponsorships are met.
- m. Summer Band** – Board responsibility of the President; responsible for assisting Directors with coordinating all Summer Band activities, including: orientations, equipment rental, concessions and water, Summer Band Concert and Band Olympics.
- n. Uniform Committee** – Board responsibility of the First Vice President; Led by the Uniform Committee Chairperson; responsible for inventory of uniforms and hats, assigning uniforms out at the beginning of the school year, keeping them cleaned, and ensuring that all uniforms are collected at the end of the school year.
- o. Volunteer Coordinator** – Board responsibility of the Third Vice President-Membership; the Volunteer Coordinator is responsible for all volunteer related activities including: compiling a database of interested volunteers, submitting background checks through MISD and coordinating approved volunteers for various activities; communicating with committee chairpersons to ensure they have adequate volunteers to complete their tasks efficiently; work with student leadership to ensure all non-driving students have transportation to off-site rehearsals.
- p. West Texas Tournament of Bands Committee** – Board responsibility of the First Vice President; responsible for planning and running the West Texas Tournament of Bands in the fall.

SECTION 3. Special Committees

The President shall have the power to appoint special committees subject to the approval of the Executive Board. The following special committees will be appointed on an annual basis:

- a. The Nominating Committee** shall be appointed by the President and Band Director, subject to approval of the Executive Board, to propose a slate of officers for the following School Year. This committee shall:
 - 1) consist of four (4) members of the LHS Band Booster Club, including not more than two (2) members of the current Executive Board;
 - 2) announce the nomination process to the General Membership, allowing fifteen (15) days for members to propose names of potential officers;
 - 3) consider the qualifications of all proposed individuals;

- 4) nominate an eligible person (dues-paying member and MISD approved volunteer) for each elected office to be filled;
 - 5) announce the proposed slate to the General Membership a minimum of fifteen (15) days prior to the Election Meeting;
 - 6) receive objections to the proposed slate until the start of the Election Meeting, and read all objections to the General Membership prior to the vote;
 - 7) The vote shall be by voice during the spring Election Meeting.
 - 8) The President may not serve as a member of this committee.
- b. **The Auditing Committee** shall be composed of at least three (3) voting members of LHS Band Booster Club appointed by the President, at least thirty days before the end of the fiscal year. Following the completion of the fiscal year, this Committee shall audit the Treasurer's accounts and report findings to the General Membership at the next Annual Meeting. No bank account signers may serve on this Committee.

SECTION 4. Ex-Officio Committee Members

The President shall serve as ex-officio members of all committees, except the organization's Nominating Committee and Auditing Committee. The Band Director(s) may serve as ex-officio members of all committees.

ARTICLE VII: MEETINGS

SECTION 1. General Membership Meetings

- a. The Executive Board shall set a minimum of two regular General Membership Meetings of LHS Band Booster Club which shall be held during the School Year. General Membership meetings may be held as part of a scheduled concert.
- b. A quorum to conduct business at a General Membership meeting shall be ~~44~~ 20% voting members of the organization.
- c. The first General Membership meeting of the School Year shall be known as the Annual Meeting, and shall be for the purpose of introducing the newly elected officers, approving the annual budget, and conducting other business that may arise.
- d. The last LHS Band Booster Club General Membership meeting of the School Year will be known as the Election Meeting for the purpose of electing new Officers.
- e. Special meetings maybe called by the President or by the Executive Board, and shall be called upon written request of twenty voting members of the organization.
- f. Minutes shall be taken at each meeting, approved by the Executive Board at the following meeting, and filed for review by any member as requested.

SECTION 2. Executive Board Meetings

- a. Regular Meetings of the Executive Board shall be held monthly during the school year, and as needed during the preceding summer. The dates and times of these meetings shall be established by the Executive Board.
- b. Special meetings of the Executive Board may be called by the President, and all Executive Board members must be notified of any such meetings.
- c. A quorum shall be a majority of the voting members of the Executive Board.
- d. Minutes shall be taken at each meeting, approved by the Executive Board at the following meeting, and filed for review by any member as requested.
- e. Only members of the Executive Board shall be present at Executive Board meetings, unless specifically invited by the President.

ARTICLE VIII: BANKING

No bank accounts may be opened without approval of the Executive Board.

- a. The band will maintain one operating account and one auxiliary account.
- b. Authorized account signers shall be the President, Secretary, Receivables Treasurer, Payables Treasurer and, if deemed necessary, one other Executive Board member as approved by the Executive Board.
- c. Checks shall be issued only after submission of complete documentation, signed by the Committee Chairperson, and approved by an Executive Board member.
- d. Reimbursement requests submitted by Executive Officers must be approved by two Executive Board members.

ARTICLE IX: PARLIAMENTARY AUTHORITIES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE X: AMENDMENTS OF BYLAWS

The Executive Board may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

These Bylaws may be amended by first presenting the proposed amendment(s) to the Executive Board. The proposed amendment(s) must be approved by a two-thirds majority of the Executive Board before it can be forwarded to the General Membership. Having received the

approval of the executive board, a copy of the proposed amendment(s) may then be introduced at a General Membership meeting or be distributed to the voting membership thirty (30) days prior to the meeting at which the proposed amendment(s) is to be voted upon. The Bylaws may be amended, provided a quorum is present, by a two-thirds vote of members present.

ARTICLE XI- DISSOLUTION

Upon dissolution, all the assets of the LHS Band Booster Club shall either be liquidated and funds held and expended by the Midland Independent School District in accordance with the purposes of the organization until all such funds shall be entirely expended or the Organization's assets will be distributed only for tax exempt purposes to one or more organizations under Section 501(c)(3) of the Internal Revenue Code or any successor statute all pursuant to Article 22.304 of the Texas Business Organizations Code, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Organization was organized. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification

The Organization shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

SECTION 2. Insurance

The Organization may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Organization or who is or was serving at the request of the Organization as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Organization would have the power to indemnify him or her against that liability. Without limiting the power of the Organization to procure or maintain any kind of insurance or other arrangement, the Organization may, for the benefit of persons indemnified by the Organization, (1) create a trust fund; (2) establish any form

of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Organization; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Organization or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Organization. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE XIII - MISCELLANEOUS

SECTION 1. Waiver of Notice

Whenever any notice is required to be given to any member or director of the Organization under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 2. Meetings by Electronic Communications

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 3. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 4. Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

SECTION 5. Books and Records

The Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A Director of the Organization, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Organization relevant to that purpose, at the expense of the member.

SECTION 6. Financial Records and Annual Report

The Organization shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Organization, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Organization shall be kept at the registered office or principal office of the Organization in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal school hours. The Organization may charge for the reasonable expense of preparing a copy of a record or report.

SECTION 7. Fiscal Year

The fiscal year of the Organization shall be June 1-May 31.

ARTICLE XIV - CONSTRUCTION

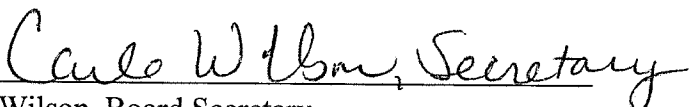
SECTION 1. Pronouns and Headings

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

SECTION 2. Invalid Provisions

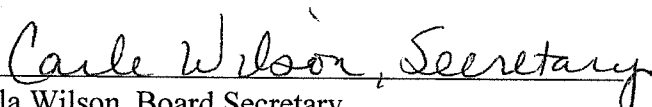
If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

Approved by the Board of Directors on February 4, 2016.



Carla Wilson, Board Secretary

Adopted by the General Membership on March 22, 2016.



Carla Wilson, Board Secretary