

BYLAWS OF THE LEE HIGH SCHOOL BAND BOOSTER CLUB

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.
- 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. 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 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 \$5.00 (five dollars) 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 3/4 (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 the 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, two non-voting members, and the Band Director(s).

- 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. Ex-Officio Members shall be: the Immediate Past President, Parliamentarian and the Band Director(s). At the discretion of the President, Chairmen may be invited to attend Executive Board Meetings. There will be only one vote per position and the Ex-Officio Members and invited chairmen 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. Under special circumstances, the Nominating Committee, with the approval of the 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.
- e. Family members may not serve in related Executive Board positions, i.e.: Receivables Treasurer and Payables Treasurer, 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.
Approve all plans of work of all officers and committee chairpersons.
- d. Prepare a budget for the school year and submit the budget to the General Membership for adoption.
- e. Report on all LHS Band Booster Club activities at the General Membership meetings.

- f. Appoint an Auditing Committee, consisting of not less than three members, at least 30 (thirty) days prior to the end of the fiscal year, to audit the Treasurer's accounts.
- g. Fill vacancies of officers and committee chairpersons in accordance with Article IV, Section 4 of the Bylaws.
- h. Subject itself to the orders of the membership so that none of its acts shall conflict with the action taken by the membership.
- i. Perform in the best interests of the LHS Band 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 appointed by the President and elected by a majority vote of the Executive Board.

SECTION 5. Removal from Office

By a 2/3 (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 purpose 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 the term, each officer shall submit a plan of work to the Executive Board for approval. At the close of their term, all officer shall deliver to their successors or the President all official materials within 15 (fifteen) 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, 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. Work with the Band Director(s) to plan and host contests, parent meetings and summer band activities including but not limited to orientation, equipment rental, concession and water and summer band concert.
- e. Oversee the Pit/ Equipment Committee.
- f. Oversee sponsorships and advertising. Responsible for coordinating all printed programs, advertising on trailers, show shirts and any other marketing related materials as needed. Coordinating corporate sponsorships and ensuring that obligations of those sponsorships are met.

- g. Chair the Budget Committee and work with the Treasurers and Band Director(s) to present a proposed budget for each school year.
- h. Review all new proposed projects with the Band Director(s).
- i. Appoint chairs of special committees, subject to the approval of the Executive Board.
- j. Be authorized to sign on all bank accounts.
- k. Appoint an Auditing Committee of three members to audit financial records for the prior fiscal year.
- l. Coordinate all travel with the Band Director(s).
- m. 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. Oversee the Uniform Committee.
- d. Oversee “game day” activities and committee chairs
- e. Oversee 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. Oversee volunteers with student and band fundraising activities, spirit sales and yard signs.
- b. Present a calendar of fundraising events to the Executive Board for approval.
- c. Be responsible for planning and executing all student fundraising activities, including contacting vendors of products to be sold, maintaining accurate records of the expenses and charges for products, providing adequate adult supervision of all student fundraising activities and other duties that arise in conjunction with fundraising.
- d. Maintain the fundraising band email account, leebandfundraising@yahoo.com.
- e. Assist the President in promotion of the objectives of the organization.

SECTION 5. Third Vice President-Membership & Volunteers

The Third Vice-President shall:

- a. Collect all booster membership and volunteer forms received from orientation and throughout the year.
- b. Compile and maintain an accurate list of voting band booster club members and have list available at all meetings.
- c. Oversee and create the volunteer sign-ups for all band related events.
- d. Assist chairmen and board with any volunteer needs.
- e. Maintain the volunteer band email account, bandvolunteers12@yahoo.com.
- f. Be responsible for all volunteer related activities including but not limited to, compiling a database of interested volunteers, submitting background checks through MISD, coordinating approved volunteers for various activities and communicating with

committee chairpersons to ensure they have adequate volunteers to complete their tasks efficiently.

- g. Assist the President in promotion of the objectives of the organization.

SECTION 6. Fourth Vice President-Hospitality

The Fourth Vice-President shall:

- a. Be responsible for coordinating food and beverages at all social events including but not limited to “game day” meals, away-game snacks or meals, hospitality at contests and band social events.
- b. Oversee volunteers assigned to help with hospitality.
- c. Plan all social activities for the band.
- d. Oversee the Band Banquet Committee.
- e. Oversee the Water Committee.
- f. 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 and distribute as appropriate to various committees.
- d. Maintain a list of notary volunteers and if needed ensure that notaries are available during orientation.
- e. Have a copy of the Bylaws available for 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. 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 with the help of 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. Make sure any income is deposited within 10 (ten) days of receipt.
- g. Balance PayPal statement monthly and provide details to the Payables Treasurer.
- h. Maintain the band email account, leerebelband@yahoo.com.
- i. Submit account records to the Auditing Committee as required.
- j. Participate as a member of the Budget Committee.
- k. Arrange for and assist in the completion of any applicable state and federal tax forms.
- l. Perform such other duties as may be prescribed by these Bylaws or assigned by the organization.
- m. 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 with the help of other members of the Executive Board.
- c. Keep records of accounts, including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for 7 (seven) 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. Assist in and arrange for the completion of any applicable state and federal tax forms and deliver to a Board approved Certified Public Accountant (CPA).
- 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 new releases to the media as requested by the President or Executive Board.

SECTION 11. Parliamentarian

The Parliamentarian shall:

- a. Serve in an ex-officio capacity, reporting to the President of the organization.
- b. Ensure that all business conducted by the Executive Board is in compliance with the Bylaws.
- c. Review bylaws and recommend revisions to the Bylaws committee when necessary.
- d. Be responsible for coordinating confidential support to students experiencing hardships.
- e. Provide a confidential process for membership to report a grievance or concerns about suspicious or inappropriate actions of the Executive Board members.
- f. Investigate 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.

SECTION 12. Immediate Past President

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

SECTION 13. Band Director(s)

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

Committee Chairpersons shall:

- a. Only be voting members of the LHS Band Booster Club.
- b. Be eligible to serve in any elective or appointive position.
- c. Be appointed by the newly elected President, at a special meeting of the Executive Board, for the purpose of selecting and/or approving standing committee chairs.
- d. Not serve in the same position for more than 3 (three) consecutive terms. Under special circumstances, with the approval of the Board, a chairman may serve more than three terms as a chairman if it is deemed in the best interest of the organization.
- e. 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.
- f. 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 standing committees are:

- a. Budget Committee- Board responsibility of the President. Members include the 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.
- b. Colorguard Liaison- This individual is responsible for facilitating communication between the directors, instructors, parents and the Executive Board. Recruit colorguard support volunteers to assist with uniforms and preparation before games and contests. May be asked to attend Executive Board meetings by the President.
- c. Pit/ Equipment Committee- Board responsibility of the President. Led by the Pit Boss who is responsible for coordinating the loading and unloading of equipment before and after each performance, maintain all vehicles and trailers, notifies the Executive Committee and Band Director(s) of needed equipment repairs or upgrades and scheduling CDL truck drivers. Pit Boss may be asked to attend Executive Board meetings by the President.
- d. Uniform Committee- Board responsibility of the First Vice President. Chairman and committee will be responsible for the inventory of uniforms and hats. Assigns uniforms out at the beginning of the school year, keeps uniforms clean and hemmed and ensures that all uniforms are collected at the end of the school year.
- e. Homecoming Committee- Board responsibility of the First Vice President. Chairman and committee will be responsible for creation, preparation and delivery of mums and

garters to all Senior band students for the Homecoming Game. Chairman may be asked to attend Executive Board meetings by the President.

- f. Water Committee- Board responsibility of the Fourth Vice President. Chairman and committee will be responsible for setting up and making sure all band student's water jugs are filled for game day. If water jugs are not used, make sure students will have adequate water available. Chairman may be asked to attend Executive Board meetings by the President.
- g. Band Banquet Committee- Board responsibility of the Fourth Vice President. Chairman and committee will be responsible for coordinating location of where banquet will be held, contact DJ or entertainment, select food and set theme for decorations. Chairman may be asked to attend Executive Board meetings by the President.

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. Nominating Committee shall:
 - 1. Propose a slate of officers for the following school year
 - 2. Consist of 4 (four) members of the LHS Band Booster Club, including not more than 2 (two) members of the current Executive Board.
 - 3. Announce the nomination process to the General Membership, allowing 15 (fifteen) days for members to propose names of potential officers.
 - 4. Consider the qualifications of all proposed individuals.
 - 5. Nominate an eligible person for each elected office to be filled. An eligible person is a member that has paid booster dues and is a MISD approved volunteer.
 - 6. Announce the proposed slate to the General Membership a minimum of 15 (fifteen) days prior to the Election Meeting.
 - 7. 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.
 - 8. Receive the vote that shall be by voice during the Spring Election Meeting.
 - 9. Not have the President serve as a member of this committee.
- b. Auditing Committees shall:
 - 1. Be composed of at least 3 (three) voting members of the LHS Band Booster Club appointed by the President, with the approval of the Executive Board, at least thirty days before the end of the fiscal year.
 - 2. Audit the Treasurer's accounts, following the completion of the fiscal year.
 - 3. Report findings to the Executive Board and the General Membership at the next Annual Meeting.
 - 4. Not have any bank signers serve on this committee.
 - 5. Review any Conflicts of Interest.
- c. Bylaws Committee shall:
 - 1. Be composed of at least 3 (three) voting members of the LHS Band Booster Club appointed by the President, with the approval of the Executive Board.
 - 2. Review bylaws yearly or as needed and take amendment recommendations from the Parliamentarian.
 - 3. Bring proposed amendments to the Executive Board for approval.

4. Announce the proposed amendments to the General Membership a minimum of 30 (thirty) days prior to the next General Membership meeting.

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 an ex-officio member 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 the 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 20% (twenty percent) 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 may be 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 President.
- b. A quorum shall be a majority of the voting members of the Executive Board.
- c. Special meetings of the Executive Board may be called by the President and all Executive Board members must be notified of any such meetings.
- 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: BOOKKEEPING

SECTION 1. Banking

- a. No bank accounts may be opened without the approval of the Executive Board.
- b. The LHS Band Booster Club will maintain one operating account and two junior high accounts (Abell Junior High and Alamo Junior High).
- c. 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.
- d. Checks shall be issued only after submission of complete documentation, signed by the Committee Chairperson, and approved by the Executive Board member.
- e. Reimbursement requests submitted by Executive Officers must be approved by two Executive Board members.

SECTION 2. 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 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 3. Financial Records and Annual Reports

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 7 (seven) 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.

It is the Organizations responsibility to:

- a. Ensure that all necessary documentation is provided to a Certified Public Accountant or approved tax preparer.
- b. Ensure that tax returns are filed on time.
- c. Ensure that all state and federal guidelines are followed to maintain a 501(c)(3) status.

SECTION 4. Fiscal Year

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

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 of the organization my adopt.

ARTICLE X: CONFLICT OF INTEREST

SECTION 1. Purpose

The purpose of a Conflict of Interest Policy is to protect the Organization's interests when it is considering taking an action or entering into a transaction that might benefit the private interest of an Executive Board member monetarily or otherwise. This Organization is accountable to both government agencies and members of the public for responsible and proper use of its resources. Executive Board members have a duty to act in the Organization's best interests and may not use their positions for their own financial or personal benefit. A potential conflict of interest arises when an Executive Board member (a) stands to gain a financial benefit from an action the Organization takes or a transaction into which it enters; (b) has another interest that impairs, or could be seen to impair the objective of the Organization.

SECTION 2. Disclosure and Resolution

Executive Board members should disclose any knowledge of all potential conflicts of interests as soon as they become aware of them and take action before action is taken of the potential conflict. Information should be gathered regarding a disclosure of a potential conflict and given to the Audit Committee for review. The officer shall not be present for any deliberation or vote on the matter and must not attempt to influence the committee or Executive Board.

The Audit Committee shall:

- a. Determine whether a conflict of interest exists.
- b. Refer the matter to the Executive Board if the committee has determined a conflict exists.

The Board shall:

- a. Review information from the Audit Committee.
- b. Determine whether the conflict is in the best interest of the Organization or consider an alternative transaction.
- c. Record in the minutes the name of party and nature of interest, whether the information presented is a conflict of interest, any alternative actions and if the transaction was approved.

ARTICLE XI: AMENDMENTS OF BYLAWS

The Executive Board may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation of 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 2/3 (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 30 (thirty) 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 2/3 (two-thirds) vote of members present.

ARTICLE XII: 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 XIII: 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 judgement 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 XIV: 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 video conferencing 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 of 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. Minutes of such meetings shall be recorded and approved at the next Executive Board meeting.

SECTION 3. Contracts

The Board of Directors may authorize any officer(s) or agent(s) 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.

ARTICLE XV: 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 Executive Board:
February 4, 2016
April 2, 2020

Adopted by General Membership:
March 22, 2016
May 9, 2020