



NBHS Band Boosters Association, Inc.  
General Booster Meeting Minutes  
April 19, 2011  
6:30 pm

1. Called to order at 6:31pm. Everyone was asked to sign in on the sign in sheet being passed around. Sign in sheet attached.
2. March meeting minutes are on our website. A motion was made to accept the March minutes as posted by Teresa Matias and seconded by Carol Kirchhof. Motion passed
3. Treasurer Report – Copies were made available at the meeting. Big expenses this month were the civic center rental and the meal on the band trip. A motion was made to accept the treasurer's report as posted by Sandy Lewis and seconded by Denise Mueller. Motion passed.
4. Committee Reports -
  - o Fundraising
    - **NBWGI** – The winterguard competition was a huge success. Our net profit was 4,726.51. See attached recap of the income and expenses. We made less money than last year for a couple of reasons: we purchased new patches (enough for the next 3 years) and more money was spent on concession supplies, trophies and the hospitality room. Thank you again for those of you who volunteered. The students who helped were awesome. Many of them worked two or more shifts.
    - **Choice of Music Contest – April 1 & 2;** This was a fun event. The coordinator for this event was bored because our volunteers did such a great job. The students that helped were great.
  - o Nominating Committee report presented by Carol Kirchhof. See attached. We will vote for next year positions at the May meeting. There are still open chairs that need nominations: President Elect, Secretary, Fundraising and Patron Sales. Christine asked for nominations from the floor and if no one is nominated tonight they will not be voted on at the next meeting. No nominations were made from the floor.
  - o Scholarships- Kate McCarthy reported that scholarships were chosen by the committee made up of Dorothy Taylor, Kathy Fischer and herself. They will be presented to students at the banquet.
  - o Banquet Friday, May 20– Carol Kirchhof reported that we need lots of help the day of the banquet. Meet at the civic center at 10 am. Our next banquet planning meeting is Monday, April 25, at 6:30 at Granzin's BBQ.
    - The caterer is Fritz and we are reusing decorations we own.
    - The programs are being done by Christine Ikels,
    - The Senior gifts are being handled by Stacy Garrett.
    - The Senior wall is being done by Laura Dietert. Sheila Lalanne has offered to help.
    - Tickets will be \$15. Current band students are free.
    - The cakes will be by HEB and possibly a senior if she gets her food service license.
    - Flowers for the directors will be by Blumenmeister's.
    - Photos will possibly be taken by Sharla Clark. We will have a photo area.

- Doors open at 6 pm and dinner is served at 6:30 pm

5. Bylaw changes—

- See attached "AMENDED AND RESTATED BYLAWS OF THE NEWBRAUNFELS HIGH SCHOOL BAND BOOSTERS ASSOCIATION, INC. A NON PROFIT CORPORATION"(18 pages)
- Christine Ikels reported that as our organization grows that everything needs to be in writing. Some of the terminology is confusing so the majority of the changes are corrections in terminology. We will change the Board of Directors to the Executive Board and the Directors to Board members. The Band Booster Board will be the Executive Board and the Committee chairmen. We cleared up some contradictions within the bylaws. Major change in elections and checks/balances.
- Sherry Harrison asked a question. In the proposed bylaw changes the executive board will be a two year term. Is this commitment too much to ask to commit to? She feels this might be limiting volunteers by saying this is a requirement. Christine responded that for an organization this size this would help keep our organization strong by keeping the same people. The top six positions make up a lot of the decision making for the whole organization. Christine also said that circumstances change and sometimes commitments cannot be kept and that is understood.
- Email Christine Ikels if you see a discrepancy or grammar error.
- Christine will send out an email with a more detailed update on the bylaw changes and attach the bylaw changes to the email.
- The bylaw changes will be on the website for members to review before the next meeting. We will vote on the bylaws changes at the May meeting.

6. Upcoming events –

- Percussion Concert is May 5
- Next meeting is May 10<sup>th</sup>. We will vote on bylaws and officer installations
- Saturday, May 14 is an all day band concert and starts at 1pm

7. Director's update- Mr Gonzales reported.

- Winterguard had a successful season. They went to WGI (Winterguard Internationals) and did great.
- The bands did well at UIL. This was the 19<sup>th</sup> consecutive year to get the sweepstakes award. White band received a 1 in concert and 2 in sight reading. Blue band received a 1 in concert and 1 in sight reading. Silver band received a 1 in concert and 1 in sight reading.
- The Disney trip was fun.
- Started a flute choir this Monday. They meet Mondays from 4:15-5:15 pm.
- The horn choir meets Tuesdays from 7-8 pm.
- There is a Student Leader Team Meeting for next year on Wednesday from 4:15-30 pm. There is also drum major candidate practice at that time.
- Many things coming up. TAKS next week. AP testing the two weeks following TAKS. Band auditions start May 9<sup>th</sup> at the middle schools and the week following for the high school.

8. Meeting adjourned at 7:18 pm.

Minutes submitted by Laura Dietert, Secretary

# NBHS BAND BOOSTER SIGN IN SHEET

Date 4-19-2011 Meeting General Mtg

**Please PRINT your name**

C. O'Neil  
Don A  
Teresa Mattais  
Patty (Patty Schaefer)  
Kate McCarthy  
Carol O'Neil  
Richard Mueller  
Denise Mueller  
Sandy Lewis  
Jamie Seals  
Sherry Harrison  
Susan Snyder  
Laura Dittler  
Mike Stallings  
Kellie Stallings  
Jammy Shewell



## Nominating Committee Report 2011-2012

**Officers:**

President: Christine Ikels

President Elect:

Vice President: Kate McCarthy

Secretary:

Treasurer: Patty Schaefer

Parliamentarian: Teresa Matias

**Committee Chairman:**

|                   |                 |
|-------------------|-----------------|
| Banquet:          | Vice –President |
|                   |                 |
| Scholarships:     | President Elect |
|                   |                 |
| Chaperones:       | Greg LePere     |
|                   |                 |
| Cups and Coolers: | Doug Ikels      |
|                   |                 |
| Fundraising:      |                 |
|                   |                 |
| Patron Sales:     |                 |
|                   |                 |
| Membership:       | Jann Rabon      |
|                   |                 |

|                 |                |
|-----------------|----------------|
| Uniforms:       | Teresa Crosby  |
|                 |                |
| Spirit:         | Molly Zeitler  |
|                 |                |
| Website:        | Mike Stallings |
|                 |                |
| Pit Crew:       | John Theim     |
|                 |                |
| Hospitality:    | Brandi Castro  |
|                 |                |
| Pre-Game Meals: | Susan Synder   |
|                 |                |
| Wurstfest:      | Doug Ikels     |

**AMENDED AND RESTATED  
BYLAWS OF THE  
NEW BRAUNFELS HIGH SCHOOL  
BAND BOOSTERS ASSOCIATION, INC.  
A NONPROFIT CORPORATION**

**ARTICLE 1  
OFFICES**

**Principal Office**

1.01. The principal office of the Corporation in the State of Texas shall be located in the City of New Braunfels, County of Comal. The Corporation may have such other offices, either within or without the State of Texas, as the ~~Board of Directors~~ Executive Board may determine or as the affairs of the Corporation may require from time to time.

**Registered Office and Registered Agent**

1.02. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizational Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the ~~Board of Directors~~ Executive Board.

**ARTICLE 2  
MEMBERS**

**~~Classes of Members~~**

~~2.01. The Corporation shall have one (1) class of members.~~

~~2.01. The New Braunfels High School Band Boosters members will consist of an Executive Board comprised of elected officers including President, President-Elect, Vice-President, Treasurer, Secretary and Parliamentarian. Members will also include Committee Chairmen as appointed by the Executive Board and other paid dues members.~~

**Admitting Members and Renewing Membership**

2.02. This organization shall be nonsectarian and nonpartisan and shall not discriminate based upon sex, creed, race or religion. Natural persons may be admitted to membership in the Corporation by the Executive Board or a committee designated by the Executive Board to handle such matters, provided they are a member in good standing by having paid their dues for the then current fiscal year and by exhibiting good sportsmanship and character. Only members twenty-one (21) years of age or older shall serve as a Chaperone. The Executive Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the

corporation. A member may renew membership by paying all required fees and dues and submitting an application to renew membership.

### **Membership Fees and Dues**

2.03. The *Executive* Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Annual dues shall be set by the *Executive* Board prior to registration for the school year. An individual must be a Member in good standing in order to participate in Band Booster activities.

### **Certificates of Membership**

2.04. No certificates of membership shall be provided.

### **Voting Rights**

2.05. Each member is entitled to one vote on each matter submitted to a vote of the members. The Director of Bands shall serve as a non-voting advisor to the Board. At regularly scheduled general meetings, all members are allowed to discuss new and old business and are allowed to vote on any issue before the Band Boosters.

## **ARTICLE 3** **MEETINGS OF MEMBERS**

### **Meetings**

3.01. Regularly scheduled General Membership meetings shall be held each month from August through May. Each month, the General Membership meeting shall be held in conjunction with the Board of Directors meeting with the exception of time allotted for a separate, closed session for the *Executive* Board of Directors only, if needed.

### **Special Meetings**

3.02. The Director of Bands, President, *Executive* Board or 10% of the general membership may call a special meeting at any time. Notice of a special meeting shall be given no less than seven (7) days prior to the special meeting. Notice of a special meeting shall be given by mail, electronic mail, approved Web Site or any other method approved by the *Executive* Board. No business shall be conducted at a special meeting except that which was stated in the notice and for which the special meeting was called.

### **Place of Meeting**

3.03. The *Executive* Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called. ~~by the Board~~. If the *Executive* Board does not designate the place of meeting, the meeting shall be held at the Corporation's registered office in Texas.

## Quorum

3.04. Voting members present at a general meeting or special meeting shall constitute a quorum.

## Control

3.05. The President, President-Elect, Vice-President or Treasurer, in the order named, shall preside. If none of them is present, any member of the *Executive Board* may be designated to preside.

## Actions of Membership

3.06. The membership shall try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting shall be by ballot or voice, except that any election of *Executive Board members* ~~directors~~ shall be by ballot if demanded by any voting member at the meeting before the voting begins.

## ARTICLE 4 BAND BOOSTER BOARD MEMBERS

### Management

4.01. The ~~directors~~ *Band Booster Board, hereinafter referred to as the Board*, shall consist of the *Executive Board and Committee Chairman*. The *Board* shall create and define the purposes of the standing committees. The ~~directors~~ *Board* shall conduct necessary business in the intervals between regular meetings and other such business as may be referred to the ~~directors~~ *Board*.

### Number, Qualifications and Tenure of ~~Directors~~ *Board Members*

4.02. The ~~number~~ *Board of Directors* shall consist of ~~up to twenty (20)~~ *the six* elected offices, being the President, President-Elect, Vice-President, Secretary, Treasurer and Parliamentarian, and the *appointed* Chairpersons of all standing committees being ~~Band Banquet, Fund Raising, Pre-Game Meals, Chaperones, Coolers & Cups, Hospitality, Membership, Patron Sales, Pictures & Bulletin Board, Pit Crew, Publicity & Spirit, Scholarship, Wurstfest, Uniforms, Nominating, Audit and Webmaster.~~ *The Board of Directors* must be members of the Corporation. Each ~~Director~~ *Board member* shall serve for the fiscal year.

### Nominating/Electing *Officers (Executive Board)* ~~Directors~~

4.03. The slate of ~~directors~~ *Officers* shall be presented by the Nominating Committee at the regular meeting in April to be voted upon at the regular meeting in May. Nominations from the floor shall be accepted during the regular membership meeting in April and be voted upon at the regular

meeting in May. *Committee Chairmen, as appointed by the Executive Board, shall be presented to the General Membership in May after election of the Officers.*

### **Vacancies**

4.04. ~~The Board shall fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors even if it is less than a quorum of the Board, or if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.~~

### **Annual Meeting**

4.05. The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting shall be held by July 15 of each year at the Corporation's registered office.

### **Regular Meetings**

4.06. The Board shall meet once a month from August through May. The Board of ~~Directors~~' meeting shall be held in conjunction with the monthly General Membership meeting with the exception of time allotted for a separate, closed session for the *Executive Board and Chairmen of Directors* only, if needed. When necessary, this "Executive Session" meeting will be held immediately following the adjournment of the General Membership meeting. This session will be closed to the General Membership and will be for the *Executive Board, Chairmen, of Directors and Band Directors* ~~Directors of Bands~~ only. This "Executive Session" meeting will be called by either the Band Booster President or the Director of Bands.

### **Eligibility to Vote**

4.07. During *Executive Session* Board meetings, members of the Band Boosters may be requested to provide input and guidance to the *Executive Board* but will not be allowed to vote on a particular issue before the *Executive Board*.

### **Special Meetings**

4.08. Special Board meetings may be called by, or at the request of, the president or any two (2) ~~directors~~ *Board members*. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall inform the secretary of the Corporation of the information to be included in the notice of the meeting.

## Notice

4.09. Regularly scheduled general membership meetings shall be held each month from August through May. Written or printed notice of any special meeting of the Board shall be delivered to each ~~director~~ *Board member* not less than seven (7) days before the date of the meeting. Notice of a special meeting shall be given by mail, electronic mail, approved Web Site or any other method approved by the Board. No business shall be conducted at a special meeting except that which was stated in the notice and for which the special meeting was called.

## Quorum

4.10. A majority of the number of ~~directors~~ *Board members* then in office constitutes a quorum for transacting business at any *special called* Board meeting. The ~~directors~~ *Board members* present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough ~~directors~~ *Board 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 ~~directors~~ *Board members* required for a quorum. If a quorum is never present at any time during a meeting, a majority of the ~~directors~~ *Board members* present may adjourn and reconvene the meeting once without further notice.

## Duties of ~~Directors~~ *Board Members*

4.11. ~~Directors~~ *Board members* shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this 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~~ *Board members*, *Board members* 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 and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A ~~director~~ *Board member* is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

4.12 ~~Directors~~ *Board members* 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 may be subject to restrictions imposed by the donor or transferor of the property.

## Removing ~~Directors~~ *Board Members*

4.13. Any ~~director~~ *Officer or Chairperson* who is absent from two (2) consecutive meetings shall be contacted by the President concerning their continuation of duties. The President shall report the status to the Board and make recommendation for action. The individual may then be removed from office by a two-thirds majority vote of the Board.

## Vacancies

4.14. Vacancies on the Board, however arising, shall be filled for an unexpired portion of the term by a majority vote of the Executive Board at a special meeting called for that purpose. The vacancy shall be filled by any member in good standing.

## ARTICLE 5 OFFICERS

### Officer Positions

5.01. The Corporation's elected officers shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer and a Parliamentarian. The Executive Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except ~~one member may~~ ~~the not serve as President and Secretary.~~

### Election and Term of Office

~~5.02. The Corporation's officers shall be elected for a two- year, alternating term. or appointed, depending on the position, annually. Each officer shall hold office until a successor is duly selected and qualified. The President, Vice-President, and Secretary will be elected one year while the President-Elect, Treasurer, and Parliamentarian will be the elected the following year. This election process creates continuity with the board to conduct Band Booster business.~~

### Removal

5.03. Any officer elected or appointed by the Executive Board may be removed by the Board only with good cause.

### Vacancies

5.04. The Executive Board may ~~nominate~~ select a person to fill a vacancy in any office for the unexpired portion of the officer's term by a majority vote of the Board at a special meeting called for that purpose. The vacancy shall be filled by any member in good standing.

### President

5.05. The President shall preside at all meetings of the Band Boosters ~~appoint all Committee Chairpersons~~ and shall be ex-officio member of all Committees with the exception of the Nominating Committee.

### President-Elect

5.06. The President-Elect shall work closely with the President in preparing to assume that office for the following fiscal year and shall assume the duties of the President in his/her absence and assume the office of the President for the balance of any unexpired term. The President-Elect shall

serve as the head of the Scholarship Committee unless the President-Elect has a student who is eligible for a band booster scholarship, at which time the President-Elect shall appoint a member in good standing to assume those duties.

#### **Vice-President**

5.07. The Vice-President shall chair the Nominating Committee and the Banquet Committee.

#### **Treasurer**

5.08. The Treasurer shall collect all funds due the Band Boosters, deposit them in the bank chosen by the Board and disburse those funds in accordance with an agreed upon method as established by a majority of the Board. The Treasurer shall prepare a financial statement to be presented at each regular meeting and prepare an annual financial statement for the Board and/or Audit Committee prior to the first regular meeting in August.

#### **Secretary**

5.09. The Secretary shall keep records and minutes of all meetings. The minutes shall be posted prior to the regular meetings. The Secretary shall be responsible for the maintenance of a list of members in good standing and all records of the corporation.

#### **Parliamentarian**

5.10. The Parliamentarian shall ensure that all meetings and business are conducted in compliance with the Articles and Bylaws of the Corporation and Robert's Rules of Order, Newly Revised.

### **ARTICLE 6** **COMMITTEES**

6.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more ~~directors~~ *Board members* and may include persons who are not ~~directors~~ *Board members*. If the Board delegates any of its management authority to a committee, the majority of the committee shall consist of ~~directors~~ *Board members*. The Board may also delegate to the president its power to appoint and remove members of a committee that have not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it shall not relieve the Board, or any individual ~~director~~ *Board members*, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.

- (b) Authorize voluntary dissolution of the Corporation.
- (c) Revoke proceedings for voluntary dissolution of the Corporation.
- (d) Amend, alter, or repeal these Bylaws.
- (e) Elect, appoint, or remove a member of a committee or a ~~director or officer~~ *Board member* of the Corporation.
- (f) 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.
- (g) Take any action outside the scope of authority delegated to it by the Board.
- (h) Take final action on a matter requiring membership approval.

### **Authorization of Specific Committees**

6.02. The following committees are authorized: Band Banquet, Fund Raising, Pre-Game Meals, Chaperones, Coolers & Cups, Hospitality, Membership, Patron Sales, ~~Photo Sales~~, Pit Crew, ~~Publicity & Spirit~~, Scholarship, Wurstfest, Uniforms, Nominating, Audit and Webmaster. The Board will define the activities and scope of authority of each committee by resolution.

### **Term of Office**

6.03. Each committee member shall continue to serve on the committee until the next annual members' meeting and until a successor is appointed. However, a committee member's term 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 and Vice-Chair**

6.04. One member of each committee shall be designated as the committee chair, and another member of each committee shall be designated as the vice-chair. ~~The chair and vice-chair may shall be appointed by the President.~~ The chair shall call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair shall perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of and is subject to all the restrictions on the chair.

### **Notice of Meetings**

6.05. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) 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 it is called.

## **Quorum**

6.06. A majority of the number of committee members constitutes a quorum for transacting 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 for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

## **Actions of Committees**

6.07. Committees shall try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

## ***Standing Rules***

6.08. Each committee may adopt its own standing rules which pertain to that specific committee and/or duty, consistent with these Bylaws or with other rules that may be adopted by the Board. The adopted standing rules will be on file with the committee chairman and with the president's records.

## **ARTICLE 7**

### **TRANSACTIONS OF CORPORATION**

#### **Contracts**

7.01. The Executive Board 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**

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

## **Gifts**

7.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and/or give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

## **Prohibited Acts**

7.04. As long as the Corporation exists, and except with the Board's or the members prior approval, no member, ~~director~~, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these 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 Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (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 its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 8** **BOOKS AND RECORDS**

### **Required Books and Records**

8.01. The Corporation shall keep correct and complete books and records of account. The books and records 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 of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments thereto.
- (c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, ~~directors~~, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the five (5) most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses for the five (5) 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, state, and local tax information or income tax returns for each of the Corporation's five (5) most recent tax years.

### **Policies and Procedures**

8.02. The President, the President-Elect, and the Treasurer shall prepare an annual budget and present that budget to the Board for approval at the board meeting in ~~August~~ *July*. The annual budget, upon approval of the Board, shall be presented at the regular meeting in August for a vote.

8.03. All monies raised, collected and, otherwise, received as a result of fund raisers, projects and/or planned activities by the Band Boosters, shall be controlled by the Band Boosters.

8.04. All funds designated to be given to the Band shall be spent at the sole discretion of the Director of Bands.

8.05. It shall be incumbent on the Treasurer to ensure prompt payment of any legitimate receipt or demand for payment on behalf of the Band Boosters.

8.06. All checks issued by the Treasurer shall have the signature of two (2) members of the *Executive Board*. *The President, President-Elect, and Treasurer shall be the designated officers authorized to sign checks. However, if these offices are held by a married couple, the*

*Executive Board shall authorize an alternate officer to sign checks.*

8.07. No part of the net earnings shall inure to the benefit of any member, ~~director~~, officer or corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the corporation in carrying out any one or more of its purposes.

8.08. Any receipts for reimbursement made by a member, officer, chairperson or director must be presented to the Treasurer within 30 days of the regular meeting in May of each year.

8.09. Funds expended by the Board for non-budgeted items shall not exceed \$500.00 without the approval of membership voted upon at a regular meeting or a special meeting.

8.10. An Audit Committee shall be appointed by the Board after the regular meeting in May. The Audit Committee shall review the financial reports for the prior fiscal year and report to the Board no later than July 15 of that year.

### **Inspection and Copying**

8.11. Any member, ~~director~~, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten (10) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 25 cents per page. The Corporation shall provide requested copies of books or records no later than ten (10) working days after receiving a proper written request.

### **Audits**

8.12. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

## **ARTICLE 9 FISCAL YEAR**

9.01 The fiscal year of the Corporation will begin on the first day of July 1 and end on June 30 of each year.

**ARTICLE 10**  
**INDEMNIFICATION**

**When Indemnification is Required, Permitted, and Prohibited**

10.01. (a) The Corporation shall indemnify an ~~director~~, officer, member, committee member, employee, 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 this Article, an agent includes one who is or was serving at the Corporation's request as an ~~director~~, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In 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 from the Corporation. 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. 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 an ~~director~~, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding 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 this paragraph, the Corporation may indemnify an ~~director~~, officer, member, committee member, employee 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 paragraph 10.01(a), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03.(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more members or if the person is alleged to

have improperly received a personal benefit or committed other willful or intentional misconduct.

### **Extent and Nature of Indemnity**

10.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or 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**

10.03. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (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~~ *Board members* 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, designated to act in the matter by a majority vote of all ~~directors~~ *Board members*, consisting solely of two or more ~~directors~~ *Board members* 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 by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all ~~directors~~ *Board members*.

(iv) Majority vote of members, excluding ~~directors~~ *Board members* or other members who are named defendants or respondents in the proceeding.

(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 special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requests the indemnification permitted by paragraph 10.01,

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 advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. 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 determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking shall provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertakings shall be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses shall be reported in writing to the Corporation's members. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of indemnification or advance.

## ARTICLE 11 NOTICES

### Notice by Mail or Telegram

11.01. Any notice required or permitted by these Bylaws to be given to a member, ~~director~~, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

### Signed Waiver of Notice

11.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

## **Waiving Notice by Attendance**

11.03. A persons' attendance at a meeting constitutes wavier of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 12** **AMENDING BYLAWS**

12.01. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by three-fourths majority vote of members present at a regular meeting, provided the amendment was presented in writing and read at the previous regular meeting. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## **ARTICLE 13** **DISSOLUTION**

13.01. A resolution to dissolve passed by a majority vote of the Board may be presented by the President at a special meeting provided that notice is given no less than fourteen (14) days prior to such special meeting. A majority vote of members present shall be required to approve the dissolution.

13.02. Under the dissolution of the Corporation, the Board shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all assets of the Corporation in such a manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

## **ARTICLE 14** **MISCELLANEOUS PROVISIONS**

### **Legal Authorities Governing Construction of Bylaws**

14.01. These Bylaws shall be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

### **Legal Construction**

14.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and

the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

### **Headings**

14.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

### **Number**

14.04. All singular words include the plural, and all plural words include the singular.

### **Seal**

14.05. No seal is to be utilized.

### **Power of Attorney**

14.06. 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 to be kept with the corporate records.

### **Parties Bound**

14.07. The bylaws shall bind and inure to the benefit of the members, ~~directors~~, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the New Braunfels High School Band Boosters Association, Inc. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were originally duly adopted at a meeting of the Members held on October 20, 2004 and were amended and restated on the date described below.

Adopted: May \_\_\_\_\_, 2011.

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Name:  
Secretary of the Corporation