

BY-LAWS

DESERT MOUNTAIN BAND BOOSTERS, INC

ARTICLE I. NAME

The name of this organization is the Desert Mountain Band Boosters, Inc., hereinafter sometimes called the Corporation or DMBB.

ARTICLE II. ORGANIZATION

The Corporation is a non-profit organization organized under and by virtue of the provisions of an Act of the Legislature of the State of Arizona, enumerated in the Nonprofit Code (A.R.S. §10-3202.C.3), and any supplements thereto or acts amendatory thereof. Its Articles of Organization comprise the Articles of Incorporation and these By-Laws, as from time to time, amended.

ARTICLE III. PURPOSE AND POLICIES

A. Purpose

The Desert Mountain Band Boosters is an organization that provides moral, financial, and physical support to all curricular and extra-curricular band-related activities, to enhance school spirit, and to strive constantly to improve fellowship and student-teacher-administration-parent relationships in compliance with the Arizona State law, Governing Board regulations, school administration policy, Student Council, and Band Council recommendations. The sole purpose of the Corporation is to provide support to all band course programs at Desert Mountain High School.

B. Policies

The policies of the Corporation are as follows:

- The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
- The name of the Corporation, or the names of any members in their official capacities, shall not be used in any connection with a commercial concern, or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the corporation.

ARTICLE IV. MEMBERSHIP

A. Under this organization there shall be two (2) classes of membership –Voting and Non-Voting.

1. **Members:** The membership of this organization shall include any alumni, parent/guardian, or other persons interested in the progress and development of the Desert Mountain High School Band programs. Parents/guardians of band members, upon payment of dues, shall automatically be voting members. Alumni or other interested persons will automatically be non-voting members.
2. **Vote:** For purposes of determining eligibility to vote, “voting members” shall be defined as those who have paid all of the applicable “dues” as set by the Executive Board pursuant to VII.A.5.a of these By-Laws for each student enrolled in any of the band programs. Each parent of a family whose dues are paid shall have one vote per motion at a meeting of the members. Only voting members in attendance shall vote.

ARTICLE VI. MEETINGS OF MEMBERS

A. Annual Meeting

An annual meeting of the members shall be held at the principle office of the Boosters on the second (2nd) Tuesday of September each year beginning with the year 2002, for the purpose of voting on the budget, as well as reviewing any financial issues affecting the nonprofit organization. If the day for the elections is a legal holiday and is in conflict with the date of the annual meeting, such meeting shall be held on the next succeeding Tuesday.

B. Regular and Special Meetings

1. Regular meetings shall be held on the second Tuesday of each month, unless otherwise notified.
2. Special meetings.
 - a. Special meetings shall be held upon the giving of notice to the Secretary by any two or more members of the Executive Board of the date, time, place, and purpose of such meeting. The date of the meeting shall not be inconsistent with the notice required to be given to the membership under article XI of these bylaws.
 - b. Special meetings shall be held upon the giving of notice to the Secretary by any five or more voting members of the Boosters of the date, time, place, and purpose of such meeting. The date of the meeting shall not be inconsistent with the notice required to be given to the membership under article XI of these bylaws.

ARTICLE VII. EXECUTIVE BOARD

A. Executive Board

1. The Executive Board shall consist of five (5) elected voting officers: President, Vice President, Vice President – Fundraising, Secretary, and Treasurer. The non-voting officers shall consist of assistant officers appointed by the Executive Board, the Band Director(s) and the Band Council President or designee.
2. Nominating Committee: There shall be a Nominating Committee composed of five (5), but not less than three (3), members. The committee shall elect its own chairperson. The Nominating Committee shall nominate eligible persons for each office to be filled and report its nominees in March for vote in April. Additional nominations may be made by the Members present at the April meeting, provided such nominees consent to hold office, if elected.
3. Officers shall begin their term of office at the conclusion of the April meeting working in conjunction with current officers and serve for a one (1) year term.
4. Officers may serve no more than two (2) consecutive terms in the same position, unless a replacement is not forthcoming and the incumbent agrees to be nominated and serve for an additional one (1) year term.

5. The Board shall have powers and duties necessary for the administration of the affairs of the Corporation. These powers shall include the following:
 - a. To establish and collect dues from its Members (the "Dues"), and use and expend the Dues to carry out the purposes of the Corporation.
 - b. To manage the business affairs of the Corporation.
 - c. To enforce, by legal means if necessary, the provisions of the Articles of Incorporation, the By-Laws and Standing Rules, if any, and other documents and laws respecting the Corporation.
 - d. To create and supervise such Standing Committees from the Members as they shall deem necessary and appropriate.
 - e. Even though the Band Director(s) is (are) not an official voting member(s) of the Executive Board, he/she does have ultimate responsibility for band Activities and the well being of all band members. Understanding this responsibility, the Executive Board should respect and generally concur with the desires of the Band Director(s).

ARTICLE VIII. DUTIES OF OFFICERS

- A. **President** – The President shall preside at all meetings of the Executive Board and general membership, and shall have charge of and control over the affairs of the organization, subject to the approval of the Executive Board, ensuring compliance with applicable school, school district, state, federal and other applicable rules and regulations..
- B. **Vice President** – The Vice President shall perform such duties as may be assigned him/her by the Executive Board or the President, ensuring compliance with applicable school, school district, state, federal and other applicable rules and regulations. In case of disability or absence of the President, he/she shall perform and be vested with all power and duties of the President.
- C. **Vice President – Fundraising** – The Vice President Fundraising shall coordinate and oversee the fundraising activities of the organization, ensuring compliance with applicable school, school district, state, federal and other applicable rules and regulations.
- D. **Secretary** – The Secretary shall keep minutes of the proceedings of membership and Executive Board meetings and shall give meeting notices as required. The Secretary shall have custody of all books, records, and papers other than financial and membership, ensuring compliance with applicable school, school district, state, federal and other applicable rules and regulations. The Secretary shall certify election results.
- E. **Treasurer** – The Treasurer shall keep accounts of membership and all money of the organization, received or disbursed, and shall deposit all money and valuables in the name of and credit to the organization, in such banks and depositories as the Executive Board shall designate, ensuring compliance with applicable school, school district, state, federal and other applicable rules and regulations. All Executive Officers shall be empowered to sign checks authorizing payment of valid debts. All checks require the

signature of two Executive Officers. All proposed expenditures should be presented to the Executive Board for approval.

ARTICLE IX. FINANCES

- A. All checks for goods and services must be supported by original invoices or written deposition Purchase Order and signed by the Treasurer or President and one additional Board Member. In no event shall the payee and the signer be the same person.
- B. A monthly Balance Sheet and Income/Expense Statement shall be presented by the Treasurer at each general meeting. This report summarizes activity for each Band Booster account.
- C. The financial year shall be defined as July 1 – June 30.
- D. In the event that this organization shall be dissolved at any time in the future, all funds remaining in the organization's treasury after payment of all obligations shall be donated to the student band fund at Desert Mountain High School.
- E. The Executive Board shall meet for the purpose of preparing an annual budget for the following fiscal year; for a vote of the membership at the 1st Annual Meeting.
- F. Books of Account of the Corporation shall be kept under the direction of the Treasurer on a consistent basis, in accordance with generally accepted accounting principles, and shall be audited annually in the manner designated by the Executive Board.
- G. Financial Procedures not inconsistent with these By-Laws may be established, amended or abolished by the Executive Board to govern the operation of the Corporation.

ARTICLE X. RECORDS

- A. All records of this organization shall be maintained in such a manner as to be orderly, legible, and accessible. Pertinent records shall be neatly compiled for transfer to incoming officers.
- B. All minutes of the Regular and Executive Board meetings shall be maintained for a period of not less than two (2) years.
- C. Originals and dated revisions of Article of Incorporation, By-Laws and Standing Rules shall be maintained for the life of Desert Mountain Band Boosters, Inc.
- D. The Corporation shall immediately send to the IRS any change in its status as a tax-exempt organization under section 501(c)(3) of the U.S. Internal Revenue Code.

ARTICLE XI. NOTICE

- A. Members shall be notified in advance of a special meeting; which notification shall be no less than 10 days and no more than 60 days before the meeting.
- B. The President or Secretary may call special meetings of the Executive Board, with no less than 3 days notice to each Board Member or participant. The notice shall state the date, time, place and purpose of meeting.

ARTICLE XII. ELECTIONS AND FILLING OF VACANCIES

- A. Annual elections shall be conducted at the April meeting.
- B. A majority vote of members present, by written ballot, shall decide an election result.
- C. In the event of permanent absence of the President, the Vice President shall ascend to the position of the Presidency.
- D. In the event of permanent absence of any other officers, the Executive Board shall nominate a replacement for approval by a vote of the membership.
- E. All vacated committee chairs, not served by elected officers, will be filled by appointment of the Executive Board.

ARTICLE XIII. RESIGNATION OF BOARD MEMBERS

Any Board Members may resign at any time upon written notice to the Executive Board. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Secretary.

ARTICLE XIV. REMOVAL FROM OFFICE

- A. Any Officer or Executive Board Member who becomes delinquent in his/her duties or whose conduct shall, in the opinion of the Executive Board, be considered detrimental to the welfare of the organization, may be removed from office by a vote of three fifths of the entire Executive Board, after due notice to such Officer or Executive Board Member and giving to him/her an opportunity to be heard.
- B. Any one or more Officers or Executive Board Members who become delinquent in their duties or whose conduct shall, in the opinion of the voting membership, be considered detrimental to the welfare of the organization, may be removed from office by a majority vote of the voting membership. Such vote shall be held at the Regular or Special Meeting following the Regular or Special Meeting of giving of due notice to such Officer(s) or Executive Board Member(s) and giving to him/her/them an opportunity to be heard prior to such vote.

ARTICLE XV. BY-LAW AMENDMENTS

Any and all proposed amendments to the By-Laws of the Corporation shall be presented at any regular meeting of the membership and voted upon at the next regularly scheduled meeting. If an amendment is presented at the last meeting of the school year, a special meeting will be scheduled to vote on the proposed amendments. The By-Laws may be amended or repealed by vote of a majority of those members present at the meeting.

ARTICLE XVI. VOTING

- A. Membership: A majority vote of the Members present at any meeting shall decide any question unless the By-Laws, Articles of Incorporation, Standing Rules, or applicable law shall provide otherwise, and in such event, the voting percentage required in these By-Laws, the Articles of Incorporation, Standing Rules or such applicable law shall control.
- B. Executive Board: A majority vote of the Executive Board members shall decide any question not inconsistent with these By-Laws, Articles of Incorporation, Standing Rules or applicable law.

ARTICLE XVII. INDEMNIFICATION

This Corporation shall indemnify every member of the Executive Board, Offices, or Committee Chairs to the extent allowed under the laws of Arizona against all expenses and liabilities, including but not limited to counsel fees reasonably incurred by or imposed upon each member of the Executive Board, Officers, or Committee Chairs, in connection with any investigation or proceeding to which they may be made a party of or in which they may become involved by reason of whether or not such member of the Executive Board, Officers, or Committee Chairs, or a member of the Corporation at the time such expenses are incurred. This indemnification shall not include indemnification in such cases wherein the member of the Executive Board, Officer, or Committee Chair is adjudged guilty of willful misfeasance, malfeasance, and/or gross negligence in the performance of his/her respective duties.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws or by standing rules of procedure adopted by this Corporation, and which are not in conflict with applicable laws or will not affect the tax-exempt status of the organization.

ARTICLE XIX. STANDING RULES

Standing Rules not inconsistent with these By-Laws may be established, amended or abolished by the Executive Board to govern the operation of the Corporation.

Adopted: September 10, 2002

Amended: April 12, 2005

Amended: April 10, 2007