

MEMORANDUM

To: Porter High Band Boosters
From: Mark Barnhart, President
Re: 2018-2019 By-Laws Review
Date: December 19, 2018

Dear Boosters:

Every two years, the Porter Band Boosters selects a committee to review and amend our By-Laws. Upon completion of the review, the amendments are submitted to the Boosters and voted on after a review period of 20 days. Earlier this fall we announced the following 2018-2019 By-Laws Committee to execute a comprehensive review of the By-Laws that govern the Porter Band Booster Program:

Sandra Yoders, Chair
Troy Cates, Member
Joy Cates, Member
Natalie Hourshad, Member

The committee met several times over the past 4 months and has submitted their review and amendments to the following Executive Review Team:

Dr. James Nowell, Director of Bands, Porter High School
Brandy Fain, Executive Director of Finance, New Caney ISD
Mark Barnhart, President, Porter Band Boosters

I am pleased to announce the review has been completed and attached are the amendments for discussion and vote at the Booster Meeting on January 15, 2019 at 7PM in the LCI Meeting Room.

At your convenience please review the following amended Bylaws and join the discussion at the January meeting. We look forward to your participation and thank you for your support of the Porter High Band Boosters.

Go Spartans!

BYLAWS OF PORTER BAND BOOSTERS
A TEXAS NON-PROFIT ORGANIZATION

ARTICLE 1

NAME

1.01. The name of the non-profit organization is Porter Band Boosters. Within these bylaws, it will hereafter be referred to as "The Organization".

ARTICLE 2

OFFICES

Principal Office

2.01. The principal office of the Organization in the State of Texas shall be located in the Band Hall at Porter High School, 22625 Sandy Lane, Porter, Texas, 77365 and County of Montgomery.

Registered Office and Registered Agent

2.02. The Organization 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 Non-Profit Corporation Law. The registered office may be, but need not be identical with the principal office of the Organization in the State of Texas, and the address of the registered office may be changed from time to time by majority vote of the Members.

ARTICLE 3

PURPOSE

3.01. The Organization will adhere to the purposes and principles as outlined in Article Four of these bylaws.

ARTICLE 4

PRINCIPLES OF ACTION

4.01. The Organization shall undertake (but not be limited to) the following activities:

a. Provide a forum for parents and Band Directors to meet together to provide support for the student Band programs.

b. The Boosters will volunteer efforts to raise funds for supplementing instruction and equipment provided by the New Caney Independent School District. These fundraising activities will support the total Band programs, as defined, of Porter High School students.

c. Coordinate volunteer efforts of the Organization, including, but not limited to performances, trips, contests and festivals, uniforms, membership, and chaperones.

4.02 The organization shall operate as a non-profit entity under the guidelines of Title 2, Chapter 22 of the Texas Business Organizations Code (TBOC). Any provision not specifically addressed within these by-laws shall be governed by the TBOC.

4.03 The organization shall operate as a tax-exempt non-profit organization as defined under Section 501(c)(3) of the Internal Revenue Code. The organization shall not take any action that would be inconsistent with the requirements of tax-exemption under Section 501(c)(3).

4.04 No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office

ARTICLE 5

MEMBERS

5.01. Membership is extended to any person, eighteen (18) years old or older and not a student, having an interest in accomplishing the goals and objectives for which this Organization is formed and who is willing to uphold its policies and agree to these Bylaws upon payment of the current year's dues.

5.02. ~~Dues for The Organization shall be determined every year.~~ The Organization's dues for the following academic year shall be determined by the Executive Board in May. Payment of the prescribed dues will allow the individual the right to vote as stated in these bylaws.

5.03. "Active" members are defined as any member who attends at least 3 meetings in the Fall semester and 2 meetings in the Spring and volunteer at least 10 hours per year at an Organization event. "Active" members must obtain their Volunteer Badge through the NCISD Police Station each academic year. Members must be "active" members for their student to be eligible to receive scholarship funds.

5.04. The membership will meet regularly during the school year for purposes of electing the Officers of The Organization (Article 7), if appropriate, and to transact such other business as may be brought before the meeting. A notice will be posted listing the schedule of meetings for the school year at the beginning of the school year. Notice of all meetings of The booster Organization must be posted at the campus seventy-two hours prior to the meeting date. The notice must clearly indicate the date, time, and place of the meeting and the items to be discussed. Minutes must be taken at each meeting and be readily available if requested. A copy of all minutes must be submitted to the Director of Budget and Accounting of NCISD on an annual basis.

5.05. Special meetings of The Organization Members shall be held whenever called by the President, or by the Secretary at the request of one-third (1/3) of the members of the Executive Board (Article 7) or at the request of one-third (1/3) of the members of The Organization, but require a 72 hour posting period to inform membership of the pending meeting.

5.06. An annual members meeting will be held at the end of the school year to vote on the Executive Board Officers of The Organization.

5.07. Unless otherwise specified in the notice of meeting, each meeting of members shall be held on the campus of Porter High School in Porter, Texas.

5.08. A two-thirds (2/3) simple majority of the membership of the Executive Board plus all members that are present for the meeting shall constitute a quorum, and a majority vote of those present shall govern, except where otherwise specifically provided in these bylaws or in Robert's Rules of Order Revised.

5.08 Membership termination - Membership can be revoked by the Band Director and the Executive Board for any of the following reasons:

Behavior unbecoming of a representative of New Caney Independent School District or the Porter Spartan Band program such as public displays of profanity, vulgarity, disruptiveness, or argumentativeness directed toward band personnel, students, New Caney Independent School District employees, or The Organization volunteers

Inflammatory posts on social media disparaging the Porter High School band directors, students, or administration, or The Organization's program in general. (Members are encouraged to air grievances directly with the Executive Board or the Band Director)

Violating any of the New Caney Independent School District Child Safety policies or guidelines found in the New Caney Independent School District student or volunteer handbooks

The procedure for termination is as follows:

Once a complaint has been received about a member, the President shall notify the Band Director.

The Band Director will meet with the member concerning the improper behavior.

The Band Director will make a recommendation to terminate membership to the Executive Board.

The Executive Board will accept the Band Director's recommendation and formally terminate membership.

The member will be notified of the termination of membership and will not be allowed to attend meetings or volunteer at The Organization's events for the remainder of the current school academic year.

That individual may apply for membership into The Organization the following academic year after meeting with the Band Director and receiving his or her approval.

ARTICLE 6

GOVERNMENT

6.01. The Organization shall be non-commercial, non-sectarian, non-racial and non-partisan. ~~Neither commercial enterprise, nor political candidate shall be endorsed by it.~~ The name of The Organization, or officers thereof in their official capacity, shall not be used in connection with a commercial concern or with partisan interests with the exception of official Porter Spartan Band corporate or business sponsors.

6.02. The Organization shall not interfere with school policy as established by the New Caney Independent School District Board of Trustees, officials of Porter High School or the sponsor(s) of the Porter Band Program.

6.03. The Organization functions as an organization with membership and elected officers. The government of The Organization shall be under the supervision of the Executive Board. No motion shall be carried without a favorable vote from the majority of those present at a duly constituted meeting. In case of a tie vote, the President shall cast the deciding vote. The Executive Board, composed of the President, three (3) Vice Presidents (one in charge of Communications/Volunteers, another in charge of Fundraising, and a third in charge of Marketing and Promotions), Secretary, Treasurer, and Sergeant at Arms, shall be elected annually, and each officer shall continue until his/her successor has been elected. Members who are employees of the New Caney Independent School District may hold an office; however, they may not sign any checks or be on the signature card.

6.04. Chairpersons for standing committees are appointed by the Executive Board President.

6.05. The Executive Board shall consist of the elected officers.

6.04. The President is a non-voting member of the Executive Board, except as provided in Section 6.03 of these bylaws. The head Band Director is an advisory member of the Executive Board without right of vote.

6.05. The Executive Board shall have the power (by two-thirds (2/3) vote by ballot of those present at any regular or special meeting) to dismiss any Executive Board member and the person concerned shall have been notified in writing at least two (2) days in advance thereof that such action will be considered at the meeting. The person shall have the right to attend the meeting and be heard in this matter.

ARTICLE 7

EXECUTIVE BOARD

7.01. The officers of The Organization are composed as follows:

A. President, three (3) Vice Presidents, Secretary, Treasurer and Sergeant at Arms and must the parent or guardian of a child in the Porter Spartan Band.

B. Officers shall be elected annually in the month of May by two-thirds (2/3) a simple majority of the members who are present and voting at the time of election. New officers are installed at the June meeting.

C. Officers' transition period will begin at the close of the May meeting and continue until June 1st. New officers shall assume their official duties on June 1st.

D. Officers shall be elected for a one (1) year term and shall be ineligible to serve more than two (2) consecutive terms in the same office. ~~unless approved by two-thirds (2/3) of the members present at the time of election.~~

E. All officers of The Organization shall be active members of The Organization in good standing for the year comprising their term of office.

F. A list of The Organization's officers, with service dates, is to be on file in the office of the campus principal and Director of Budget and Accounting of New Caney Independent School District one week after election.

7.02. The Executive Board Election Process is as follows:

A. At the regular meeting in March, a Nominating Committee of three (3) shall be nominated or appointed by the President (7.07.C), one (1) member from the Executive Board and two (2) members from The Organization.

B. Any member nominated or appointed to this committee may not be nominated for an office by this committee. Their nomination may, however, be accepted from the floor at the time of election in May.

C. The Nominating Committee shall select a slate for each office to be filled. This slate shall be presented to The Organization at the April meeting. Additional nominations may be made and/or accepted from the floor.

D. Only those who have consented to serve if elected shall be eligible for nomination, either by committee or from the floor.

E. If there is more than one (1) candidate for any office; a vote by written ballot with the majority of those voting will be required to elect the officer for the position in question.

7.03. Executive Board vacancies are addressed as follows:

A. In the event of a vacancy in the office of President, the office will be filled by the First Vice President of Communications, who will serve until the end of the unexpired term.

B. A vacancy occurring in any **other** office shall be filled for the unexpired term by a person elected by majority vote of the remaining members of the Executive Board.

C. In the event of an officer's child being dismissed or dropped from the Porter **Spartan Band** program, the position is considered vacant and will be filled as stated previously.

7.04. The duties of the Executive Board shall be:

A. To transact necessary business in the intervals between The Organization meetings and other such business as may be referred to it by The Organization

B. To approve the plans of work of the standing committees

C. To structure a budget plans for the budget for the approval of The Organization

D. To implement long-term planning and to provide organizational support to our children and the Porter Spartan Band Program

7.05. The **Executive** Board shall meet monthly in association with the regular meeting of The Organization. **An Executive Board session** may be held prior to the regular meeting or at the end of a regular meeting contingent upon majority agreement of the Executive Board members. A quorum of the Executive Board must be present in order to conduct business in an executive session.

7.06. An **Executive** Board member who misses three (3) consecutive ~~Board~~ meetings without excuse and without contacting the President or Secretary to receive any assignments made at the meeting will be assumed to have submitted a resignation, and the **Executive** Board will vote at the next meeting whether to accept it.

7.07. The President shall:

A. Preside at all meetings of The Organization

B. Establish that a quorum is present at each meeting of The Organization

C. Appoint all committees and be an ex-officio member of all committees subject to Executive Board of Director approval

D. Coordinate the work of the Executive Board and committees to stay focused on the purpose of The Organization.

E. Be the only officer authorized to sign a contract on behalf of The Organization as authorized by the Executive Board of Directors

F. Be authorized to sign on the bank account(s)

G. Be responsible to notify members about upcoming meetings in a timely manner including the agenda for the meeting

7.08. The First Vice President shall:

A.. Be in charge of any and all Membership/Communications/Volunteers including communications to membership concerning Booster activities / meetings

B. Preside over meetings in the absence of the President (in the designated order)

~~C. Maintain a membership list and current student enrollment list that shall be handed to his/her successor prior to June 1st.~~

C. Coordinate volunteer teams for band events (excluding fundraisers)

D. Perform other duties as assigned by the President or by vote of the Executive Board

7.09. The Second Vice President shall:

A. Be in charge of fundraising activities, including coordination of volunteers for fundraising events

B. Preside over meetings in the absence of the President (in the designated order)

C. Be responsible for sending out bid requests to vendors, collecting bids and reporting on the results of the bids to the Executive Board.

D. Be responsible for ordering products approved by the Executive Board and The Organization's membership.

E. Perform other duties as assigned by the President or by vote of the Executive Board Committee

7.10 The Third Vice President shall:

A. Be in charge of marketing and promotions, including print and internet (social media, website)

B. Preside over meetings in the absence of the President (in the designated order)

C. Lead in the process of finding and presenting proper merchandising products, branding and logo options to the Executive Board

D. Perform other duties as assigned by the President or by vote of the Executive Board

7.11. The Treasurer shall:

- A. Have custody of all the funds of The Organization
- B. Make and record deposits of funds in the Organization's bank accounts, including all electronically transferred funds, into The Organization's bank account(s)
- C. Keep past years' books of account(s) and records, including printed bank statements, receipts, budgets, invoices, and receipts and canceled checks and electronic payments for five seven (7) years in a safety deposit box at a local bank secured by the Treasurer and paid for by The Organization
- D. Make disbursements in accordance with the budget adopted by the membership
- E. Be authorized to sign on the bank account(s). Two authorized signatures shall be required on all checks (in accordance with New Caney Independent School District guidelines)
- F. Present a financial statement at general meetings, Executive Board Committee meetings, and when requested by The Organization or Executive Board of Directors
- G. Make a full report at the end of the fiscal year as defined in Article 14.01
- H. Submit books to the Auditing Committee as requested
- I. Coordinate with the Executive Board of Directors and the Instrumental Band Director to establish the annual budget to be presented at the first general membership meeting of the academic year by the new Treasurer
- J. File taxes with the IRS annually yearly, form 990. (The assistance of an IRS approved tax preparer may be required and utilized as directed by the Executive Board)
- K. Be responsible for maintaining a mode of credit/debit card payments
- L. Maintain an accurate inventory of merchandise
- M. Must be free of conflicts of interest
- N. Perform other duties as assigned by the President or by vote of the Executive Board

7.12. The Secretary shall:

- A. Record the minutes of all meetings of The Organization
- B. Maintain a notebook of all meeting minutes to be made available at each meeting that shall be handed to his/her successor prior to June 1st
- C. The secretary should post a copy of the approved monthly minutes online. Minutes that have not yet been approved by The Organization membership should contain a disclaimer denoting that the minutes have not yet been approved by The Organization membership and are subject to changes or

corrections by The Organization membership. Posted minutes shall be considered “approved” following the next regularly scheduled meeting unless changes are submitted

D. Have a current copy of the bylaws

E. Perform necessary organization correspondence

F. Be authorized to sign on the bank account

G. Perform other duties as assigned by the President or by vote of the Executive Board

7.13. The Sergeant at Arms shall:

- A. Preserve order at all organization functions and meetings by enforcing rules, regulations and policies
- B. Ensure equipment needed for all events/functions is in place and ready for use
- C. Maintain a membership list that shall be handed to his/her successor prior to June 1st
- D. Ensure that all parties attending Organization meetings have signed in on an attendance sheet attendance has been accurately recorded at all meetings
- E. Perform other duties as assigned by the President or by vote of the Executive Board

7.14 Executive Board members as such shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefore as approved by the Executive Board.

7.14. The Executive Board / Conflicts of Interest

Conflict of Interest Policy:

Executive Board Members of The Organization have an affirmative obligation to act at all times in the best interests of The Organization and without conflict to the interests of The Organization. This policy serves to define the term "conflict of interest," to assist members of The Executive Board in identifying and disclosing such conflicts, and to provide a means of determining whether a conflict exists and resolving conflicts.

Conflict of Interest defined:

A conflict of interest may arise when the ability of an Executive Board member to make unbiased and impartial decisions on behalf of The Organization is compromised, particularly when a personal financial interest may be at stake. Such circumstances may involve family relationships, business transactions, professional activities, or personal affiliations.

All Executive Board members must serve without compensation or private benefit to themselves. No private benefit may result from acquisitions of property or services, from partnership or joint venture arrangements or management service organizations, or from agreements to provide charitable services. No agreement or arrangement may result in use, benefit or advantage or other impermissible private benefit to an Executive Board member.

Any possible conflict of interest with respect to any issue on the part of any Executive Board member shall be disclosed to the other Executive Board members prior to any discussion or action by the

Executive Board or a committee of the Executive Board where the issue could become a matter of action. Disclosure may be made verbally to all Executive Board members or by way of an annual report of affiliations. A conflict of interest shall be made a matter of record.

Any Executive Board member who has a possible conflict of interest with respect to any matter shall not be present during discussions on the transaction or arrangement that results in a conflict of interest. In addition, the Executive Board member may neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the Executive Board member's abstention from participation.

Although an Executive Board member with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the Executive Board member shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of The Organization.

The President will circulate to all Executive Board members an annual questionnaire at the August board meeting and other forms as may be necessary to further compliance with this Conflict of Interest Policy.

If the Executive Board has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. The Executive Board may hold a further investigation and if deemed necessary shall take disciplinary or corrective action under Section 5.8 "Membership Termination" of the Bylaws.

ARTICLE 8

STANDING AND SPECIAL COMMITTEES

8.01. Standing committees shall be created and empowered by the President ~~Executive Board~~ as deemed necessary to promote objectives and carry on the work of The Organization.

8.02. Chairpersons of the standing committees shall be appointed by the ~~Executive Board~~ President, be appointed for one (1) year and attend monthly meetings.

8.03. A ~~file~~ notebook containing a list of work completed during the year shall be kept by each standing committee chairperson and shall be handed to his/her successor prior to June 1st. ~~If no successor is named, the notebook shall be given to the Secretary until another chairperson is named.~~

8.04. The power to form special committees and appoint their members rests with ~~the President. Board.~~

8.05. The President and ~~Band~~ Director shall ~~be ex-officio~~ members of all committees, without right of vote.

~~9.03.~~8.06 At the April member meeting, the President will appoint a three-person Audit Committee, who are not authorized signers on the bank account, to review The Organization's financial records. This review shall be done after the close of the fiscal year and records returned to the newly elected Treasurer no later than July 30.

ARTICLE 9

COMMITTEES

9.01. ~~The Executive Board of Directors may create such standing or special committees, as it may deem necessary to promote the purpose and carry on the work of the Organization.~~

9.02. ~~The term of each chairman shall be one (1) year or until the selection of a successor.~~

8.07 ~~9.04.~~ A Bylaws Committee will be convened every two (2) years to review and revise the bylaws of The Organization, if necessary.

~~8.08~~ 9.05. A Fundraising Committee, ~~chaired by the VP of Fundraising~~, will be a standing committee that shall present an annual fundraising plan of work to the ~~Executive~~ Board for approval that meets the financial objectives of The Organization. The plan shall be flexible enough to allow for changes as deemed necessary throughout the school year.

~~9.06.~~ 8.09 A Scholarship Committee must be appointed by the President before the first day of classes for the current academic year. The committee shall be comprised of 5 active members of The Organization who do not have students or family members eligible to receive a scholarship for that academic year. The Scholarship Committee will be convened annually at the March meeting. ~~The Scholarship Chairperson shall be nominated or appointed from the Board, along with four (4) other committee persons. The committee will be comprised of three (3) non-senior parents from the Organization and one (1) faculty member or alternate (possibly the Booster Club sponsor).~~

A. The scholarship(s) shall be awarded annually for graduating seniors not to exceed \$1000 per scholarship. The amount of the scholarship shall be decided in August and made part of the annual budget and voted on by The Organization membership. ~~More than one scholarship can be awarded based on the recommendation of the Scholarship Committee and the funds available. The committee may award up to one (1) scholarship for every 50 students enrolled in band at the beginning of the current academic year.~~

B.. The scholarship(s) shall be awarded on ~~need, or~~ merit; they must be awarded to full time students taking 12 or more hours at a State or Church related University, Junior College, or ~~any of the~~ trade school.

C. The recipient(s) must have been a Porter High School Band member for their junior and senior year to be eligible for ~~The Organization scholarship~~.

D. Parents or guardians of recipients must be ACTIVE members of The Organization for the student's junior and senior year. (Article 5.03.)

E. The scholarship funds shall be used by the fall school semester immediately following the award. If they are not, they will be considered forfeited and will be placed in the following year's scholarship fund.

F. The scholarships shall be competitive utilizing a selection process approved by the membership. Applications for the scholarship will be made available to all eligible seniors before the end of the first grading period of that academic year and must be completed and returned according to the dates stated on the application form. The Scholarship ~~Review~~ Committee must retain original selection process materials for a minimum of seven (7) years in accordance with New Caney Independent District guidelines. These materials shall be placed in The Organization safety deposit box.

G. Scholarship applications must be complete to be considered.

H. Scholarship(s) will be paid out of the current year's budget directly to the scholarship recipient's school of choice in his/her name.

I. The Organization's Scholarship Award is for students who meet the highest ~~standards guidelines~~ for music, service, academics, and character. Should a recipient choose to behave in a manner inconsistent with the Porter High School Band's high standards of DISCIPLINE, HONOR, INTEGRITY, and COMMITMENT in the time between the naming of the scholarship recipient and the transmittal of the funds, the Band Director has the opportunity to call a meeting of The Executive Board, who would then have the power to rescind the scholarship based on a review of the Band Director's concerns. The student and his/her parents, would be notified of this process and have the right to be heard before the final recommendation concerning the scholarship would be made.

ARTICLE 9

BID PROCESS

9.01. Requesting Bids:

A. Bid proposals shall be sent out in April and received back by May 1st. Bids shall be required for merchandise sales and food services for the meal plan

B. The Vice President of Fundraising will develop a list of desired products (proposal with specified styles, quality level, possible logo designs, numbers, sizes, etc.)

C. The Chairperson of the Food Services Committee (appointed by the President) will develop a schedule of meals needed, dietary restrictions of students, and services required of the caterer (such as delivery, set-up, trash disposal, etc)

D. Forms developed by the designated people will be used by all vendors so that products for merchandise are the same in quality, design, and quantity.

9.02. Bids should be submitted by the stated deadline to the Treasurer's email. The bids will remain confidential until opened by the Treasurer in front of The Executive Board at the meeting to accept bids.

9.03. Discussions of bids shall include members of The Executive Board that do not have a conflict of interest as determined in Article 7.14. All bids for the same proposal will be opened at the same time. Late bids will not be considered. Bids must come with a guarantee that the prices will be valid for 90 days. The Treasurer will present the bids to The Executive Board. The Executive Board shall make its final determination of the bid recipient based on the criteria set at the time the proposal is written. All discussion of bids and their contents shall remain confidential. Accepted bids must be presented to The Organization membership to be voted on for final approval.

ARTICLE 10

MEETINGS

10.01. Regular meetings of The Organization shall be held monthly on the first Tuesday of each month at 7:00 p.m. except for holidays or non-school days observed by New Caney Independent School District. If the first Tuesday is a holiday or non-school day for New Caney Independent School District, the meeting will be the second Tuesday of that month at 7:00 p.m. Meetings shall occur twice a month during marching season and once a month following marching season. The President reserves the right to reschedule or cancel a meeting in the event of a situation where a conflict would inhibit attendance.

10.02 Three (3) days or 72 hours' notice shall be given for special or called meetings by the President, with the consent of the majority of The Executive Board, or with the consent of the majority of the members of The Organization.

10.03. ~~a. Members present shall constitute a quorum.~~ A simple majority of the membership of The Executive Board plus all members that are present for the meeting shall constitute a quorum, and a majority vote of those present shall govern, except where otherwise specifically provided in these bylaws or in Robert's Rules of Order Revised. ~~b.~~ A vote of two-thirds (2/3) of the quorum is required on certain motions.

10.04. The privilege of introducing motions, debating and voting shall be limited to members of The Organization who are present and whose current dues are paid. Membership will run from June 1st through May 31st.

10.05. Robert's Rules of Order Revised shall govern the proceedings of all meetings.

ARTICLE 11

CONTRACTS AND FINANCIAL POLICY

11.01. The **Executive Board** has the authority to authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Organization. Such authority may be general or confined to specific instances. Any third party may rely upon the signature of the President of The Organization in any such contract or instrument as the act and deed of The Organization duly adopted by resolution of The **Executive Board**.

11.02. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Organization shall be signed by such **Band Directors, Officers Executive Board members or agents of The Organization**, or any of them, in the manner as shall from time to time be determined by resolution of The **Executive Board**.

11.03. All funds of The Organization shall be deposited from time to time to the credit of The Organization in such banks, trust companies, or other depositories as The **Executive Board** may select.

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

11.05. Any expenditure of \$1000.00 or less may be made by the approval of The Executive Board. Expenditures in excess of \$1000.00 must be voted on by The Organization.

11.06. The Band Director and the newly elected **Executive Board** will prepare a proposed Financial Budget for approval at the August general meeting. The **budget for the fiscal year** will run from July 1st to June 30th.

11.07. All monies considered as income by The Organization, shall be counted and signed by two (2) **board** members at each function. If more than one (1) till is operating at any given function they shall be counted individually and pooled together at the close of the function.

11.08. Should The Organization dissolve, all funds and assets of The Organization will be liquidated to The Organization account for clearing all outstanding debts. **Any remaining assets will revert to Porter High School, a public school in the New Caney Independent School District system.**

ARTICLE 12

INDEMNIFICATION

12.01. The Organization shall indemnify and advance expenses to any person who is or was an Executive Board member to the fullest extent that an Organization may grant or is required to grant indemnification and advance expenses to an Executive Board member under the Texas Non- Profit Corporation Law. The Organization may indemnify and advance expenses to any person who (i.) is or was an officer, employee, or agent of The Organization or (ii.) serves or has served at the request of The Organization as a director, Executive Board member, partner, venturer, proprietor, trustee, employee, agent, or similar functionary

of another foreign or domestic organization, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise or entity, to the fullest extent that an organization may grant or is required to grant indemnification and advance expenses to an Executive Board Member under the Texas Non-Profit Corporation Law; notwithstanding the foregoing, however The Organization may indemnify and advance expenses to an Executive Board member, employee or agent, or any person who is identified in the first clause of this sentence and who is not an Executive Board member to such further extent, consistent with law, as may be provided by The Organization's Articles of Organization, these Bylaws, general or specific action of The Executive Board, or by contract or as otherwise permitted or required by applicable law.

12.02. The Organization may purchase and maintain insurance, at its expense, to protect itself and any such Executive Board member, employee, agent, or other person specified in these bylaws against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a person, whether or not The Organization would have the power to indemnify him against such liability under the Texas Non-Profit Corporation Law.

12.03. To the fullest extent permitted by the Texas Miscellaneous Organization Laws Act and/or the Texas Non-Profit Corporation Law, as such statutes now exist or may hereafter be amended; an Executive Board member, employee, agent or other person specified in these bylaws of The Organization shall not be liable to The Organization for monetary damages for an act or omission in the Executive Board members capacity as an Executive Board member. Any repeal or modification of this Article 12.03 by the Members of The Organization shall be prospective only and shall not adversely affect any limitation on the personal liability of an Executive Board member of The Organization existing at or prior to the time of such repeal or modification.

ARTICLE 13 14

BOOKS AND RECORDS

13.01. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board ~~Executive Meetings~~ and member meetings for seven (7) years.

ARTICLE 14

FISCAL YEAR

14.01 The fiscal year of The Organization shall begin on the first day of July and end on the last day in June of each year.

ARTICLE 15

WAIVER OF NOTICE

15.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Law or under the provisions of the Articles of Organization or these bylaws of The Organization, 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 deemed equivalent to the giving of such notice.

ARTICLE 16

AMENDMENT OF BYLAWS

16.01. The bylaws may be altered, amended, or repealed and new bylaws may be adopted by the majority vote of the members of The Organization, at any regular or special meeting, if at least 20 days' notice is given of the intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE 17

RELATIONSHIP TO SCHOOL

17.01. All activities and programs of The Organization, insofar as they bear on students of the school, shall be under the supervision of the school. Furthermore, careful attention shall be given to the operation of The Organization's activities to insure compliance with the rules of the University Interscholastic League (UIL) and the policies of New Caney Independent School District.

17.02. The Superintendent of New Caney Independent School District and/or the Principal of Porter High School shall have veto power over the decisions and activities of The Organization if The Organization's actions are not in compliance with UIL or New Caney Independent School District written policy.

17.03. The The Organization shall not attempt to interfere with the Band Director in any of his/her duties. The schedule of contests, the rules for participation and all other criteria dealing with the musical activities are under the jurisdiction of the local school administration.

17.04. Only The Organization's Executive Board shall have spending authority of The Organization's funds. Purchases must be made by a member of The Executive Board or their designee in accordance with the conditions stated above.

~~This organization is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.~~

~~Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.~~

~~No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and~~

reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

;

THE UNDERSIGNED, being the President and Secretary of The Organization, DO HEREBY CERTIFY that the foregoing are the revised bylaws of said Organization, as

Adopted by the majority vote of the Members of The Organization on the _____ day of

_____, _____.

President

Secretary