

# **BYLAWS OF CINCO RANCH HIGH SCHOOL BAND BOOSTERS, INC.**

## **A TEXAS NON-PROFIT CORPORATION**

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### **1. OFFICES**

- 1.1. The principal office of Cinco Ranch High School Band Boosters, Inc. ("Corporation") shall be at the Cinco Ranch High School Band Hall located at 23440 Cinco Ranch Blvd., Katy, Texas, 77494.
- 1.2. The Corporation shall have and continuously maintain in the State of Texas a registered office, or a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed by majority vote of the Members.

### **2. PURPOSE**

- 2.1. The Corporation will adhere to the purposes and principles outlined in Article 3 herein in compliance with lawful purposes, these Bylaws, the Corporation's Articles of Incorporation, and the Texas Business Organizations Code.

### **3. PRINCIPLES OF ACTION**

- 3.1. The Corporation shall undertake, but not be limited to the following activities:
- 3.2. Provide a forum for parents and Band Directors to meet to provide support for the student band programs, of Cinco Ranch High School.
- 3.3. The Corporation will volunteer efforts to raise funds for supplementing instruction and equipment provided by Katy Independent School District. These fundraising activities will support the total band programs of Cinco Ranch High School students.
- 3.4. Coordinate volunteer efforts of the Corporation, including, but not limited to performances, trips, contests and festivals, uniforms, membership, and chaperones.

### **4. MEMBERS**

- 4.1. The Corporation shall have members defined as the parent, legal guardian or legal custodian of a Cinco Ranch High School student participating in any of the various student band programs of Cinco Ranch High School, which parent, legal guardian or legal custodian has accepted membership by their completed payment of the Corporation's annual fees as required by the Corporation (hereinafter a "Member").
- 4.2. Membership is necessary to cast a vote at a general meeting or to hold office, but non-membership does not preclude participation in any of the activities sponsored by this Corporation. Members may join at any time during the year. Memberships will not be prorated.

Annual membership fee will be set and voted on by the Board of Directors in June of each year. At each meeting, each paid membership shall be entitled to one vote and may vote in person.

- 4.3. The membership will meet as required during the school year for purposes of electing the Officers of the Corporation (as described in Article 6), and to transact such other business as may be brought before the meeting. Member meetings for the current school year will be listed at the beginning of each school year.
- 4.4. Special meetings of the Members shall be held whenever called by the President, or by the Secretary (i) at the request of at least one-third of the members of the Board of Directors (as described in Article 5); or (ii) at the request of at least one-third of the Members.
- 4.5. Notice stating the place, day and hour of each meeting shall be available to the Members. In the case of a special meeting, notification shall be publicly posted electronic or otherwise, not less than five (5), calendar days before the date of such meeting .
- 4.6. Unless otherwise specified in the notice, each Member meeting shall be held at the Cinco Ranch High School or the principal office of the Corporation.
- 4.7. Ten percent (10%) of Members entitled to vote, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the Members present at any meeting at which a quorum is present shall be the act of the membership unless the vote of a greater number is required by law or by these Bylaws.

## **5. BOARD**

- 5.1. The elected Officers of the Corporation will become the elected Board of Directors of the Corporation and will hereafter be referred to as the "Officers" (as described in Article 6). Only Members shall be eligible to serve in any elected or appointed position.
- 5.2. The affairs of the Corporation shall be managed by majority vote of the Officers including, without limitation, those actions established by these Bylaws requiring vote of the "Executive Committee" (as described in Article 8), those actions established by these Bylaws requiring Board of Directors vote, and the hiring, dismissal and retention of any of the Officers, volunteers and/or employees of the Corporation.
- 5.3. The number of Officers may be altered from time to time by resolution duly adopted by the Members, however at no time shall the number of Officers be less than five (5). The Officers will be elected by Members to fill the office positions. Each office, excluding Treasurer I and II, can be occupied by a two-person team. Though an office may be held by a two-person team, each office has only one vote on the Board of Directors. Either Officer in an office may execute actions duly approved by the Board of Directors. A member of the Board of Directors cannot hold multiple offices.
- 5.4. The meetings of the Board of Directors shall be held no less than once per quarter each year at the registered office of the Corporation or as specified in a notice of such meeting, at such date and time as stated in a schedule of meetings or shall be agreed by three-fourths of the Officers. Notice of any special meetings of the Board of Directors shall be given at least ten (10) calendar days prior to the scheduled meeting date. Notice shall be deemed to be received when posted. Any Officer may waive notice of any meeting in writing. All such waivers shall be filed with the minutes of such meeting. The attendance of an Officer at any meeting shall constitute a waiver

of notice of such meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

- 5.5. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Officers and specify any place, including teleconference or video conference, as a location. Notice of the special meetings of the Board of Directors shall be given prior to the meeting to the contact information for each Officer. The attendance of an Officer at any meeting shall constitute a waiver of notice of such meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No agenda need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws. At all special meetings, all Officers then in office shall be required to constitute a quorum for the transaction of business.
- 5.6. At all meetings (other than special meetings per Section 5.5) of the Board of Directors the presence of at least a majority of the Officers then in office shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of such majority of the Officers shall be the act of the Board of Directors, except as may otherwise be specifically provided in statute or by these Bylaws.
- 5.7. Any Board of Directors vacancy shall be filled by the majority vote of the Officers then remaining in office. An Officer elected or appointed to fill a vacancy on the Board of Directors shall be elected for the current un-expired term of their predecessor in office.
- 5.8. Officers shall not receive any compensation for their services, but nothing herein shall preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefore as approved by vote of the Board of Directors.
- 5.9. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors. Unless otherwise restricted by the Articles of Incorporation, subject to the provisions required or permitted by law and these Bylaws for notice of meetings; members of the Board of Directors may participate in and hold a meeting of such Board of Directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other; and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
- 5.10. Any Officer may be removed either with or without cause at any meeting either annual or special, of the Members of the Corporation by the affirmative vote of a majority of all of Members of the Corporation.

## **6. OFFICERS**

- 6.1. The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer I, a Treasurer II, and one or more Vice Presidents of which the number shall be determined by vote of the Board of Directors.

- 6.2. The President shall preside at each meeting of Members and the Secretary shall record and keep the minutes of any meeting. In the absence of either at a meeting, the duties of such Officer shall be performed as specified in Section 7.6.
- 6.3. Officers shall be elected annually to one-year terms of office by a majority vote of the membership. Officers shall serve from July 1 to June 30 for a period of one year. This election shall take place at the regularly scheduled general membership meeting in or near May and shall be effective July 1st of that year. No business of the Corporation may occur after July 1 of any given year unless the Officers have been elected. This term of office shall coincide with the fiscal year of the Corporation.
- 6.4. Prior to the Members meeting electing Officers, a notice shall be sent to the Members noting all Officer vacant positions and such notice shall request notice of interest in any Officer position. The Board of Directors shall review all potential nominees and select a qualified potential Officer. Such potential Officers shall be presented to the Members at the Members meeting in accordance with Section 6.5.
- 6.5. The potential Officers for the following year shall be presented to the general membership at a Member meeting near the end of the school year, at which time additional nominations may be made by Members from the floor. All nominated Officers must be a Member during the school year in which such Officer would serve in their role. The nominated President must have been a prior Officer in the immediately previous school year unless approved by a majority of the Board of Directors. The elected Officers will be confirmed by verbal majority vote of the Members during the meeting in which the proposed Officers were presented. During this meeting, the Members shall also vote on which Officers shall be authorized to sign on a Corporation bank account.
- 6.6. No Officer shall serve more than two elected consecutive terms in the same position. There shall be a four-year limit to participation as an Officer unless approved by a majority vote of the Members present at such meeting and such Officer must be presented as exceeding the four-year limitation stated in these Bylaws.
- 6.7. In the absence of a President or in the event of a President's inability or refusal to execute actions required herein or approved by the Board of Directors, an Officer appointed by vote of the Executive Committee shall perform the full duties of the President, and when so acting, such individual shall do so in accordance with the Bylaws.
- 6.8. An Officer or any special or standing committee member (as described in Article 9) may be removed for failure to perform duties or other good cause as determined by a two-thirds vote of the Board of Directors. For any meeting or special meeting called for this purpose, the Officer, special or standing committee member in question shall not be required to attend such meeting in order for there to be a quorum to conduct business.

## **7. OFFICER DUTIES**

- 7.1. The President shall:
  - 7.1.1. Preside at all meetings of the Corporation,
  - 7.1.2. Establish that a quorum is present at each meeting of the Corporation,

- 7.1.3. Confirm all committees with the Board of Directors,
  - 7.1.4. Be an ex-officio member of all committees subject to approval vote of the Board of Directors,
  - 7.1.5. Coordinate the work of the Officers and committees to stay focused on the purpose of this Corporation.
- 7.2. The Treasurer I shall:
- 7.2.1. Have custody of all the funds of the Corporation,
  - 7.2.2. Keep books of account and records, including bank statements, receipts, budgets, invoices, paid receipts, and canceled checks for five years,
  - 7.2.3. Make disbursements in accordance with the budget adopted by the membership,
  - 7.2.4. Present a financial statement at general meetings, Board of Director meetings, and at other times when requested by the Corporation or Board of Directors,
  - 7.2.5. Make a full report at the end of the fiscal year,
  - 7.2.6. Submit accounts and records to the Audit Committee as requested,
  - 7.2.7. Coordinate with the Board of Directors and the Director of Bands of the Cinco Ranch High School Band on the establishment of the annual budget which shall be presented at the first general membership meeting of the school year.
- 7.3. The Treasurer II shall:
- 7.3.1. Replace Treasurer I until the next election, should the office become vacated,
  - 7.3.2. Make and record deposits as directed by the Treasurer I,
  - 7.3.3. Provide accounting for all self-funding accounts and fundraising,
  - 7.3.4. Make available to the Treasurer I all information for Treasurer I to prepare all monthly and annual reports for the Executive Committee and Corporation membership.
- 7.4. The Secretary shall:
- 7.4.1. Record the minutes of all meetings of the Corporation,
  - 7.4.2. Have a current copy of the Bylaws,
  - 7.4.3. Maintain a membership list and current student enrollment list,
  - 7.4.4. Perform necessary Corporation correspondence,
  - 7.4.5. Perform other duties as assigned by vote of the Executive Committee,
  - 7.4.6. Act as aide to the President.
- 7.5. A Vice President shall:
- 7.5.1. Perform the duties as presented to the Members,
  - 7.5.2. Such duties shall be recorded as a job description in the minutes of meeting when

nominated.

7.6. In the absence of a President at a meeting or Board of Director event, the following Officers shall preside over the Presidents duties in the following order or as determined by the President:

- 7.6.1. Secretary,
- 7.6.2. Treasurer I,
- 7.6.3. Treasurer II,
- 7.6.4. A Vice President,

## **8. EXECUTIVE COMMITTEE**

- 8.1. The Executive Committee shall consist of the individual Officers elected to the Board of Directors. If needed to conduct business, a member of the Executive Committee may participate in the standing or special committees.
- 8.2. A majority of the Executive Committee shall constitute a quorum at meetings. Once a quorum has been established, a majority vote of the Executive Committee rules.
- 8.3. Duties of the Executive Committee shall be to:
  - 8.3.1. Transact necessary business in the intervals between Member meetings and such other business as maybe referred to it by the Members,
  - 8.3.2. Approve fundraisers of the Corporation,
  - 8.3.3. Prepare and submit a budget for the year to the membership for adoption, and any amendments needed throughout the fiscal year,
  - 8.3.4. Fill vacancies of Officers and in accordance with Section 5.7.

## **9. COMMITTEES**

- 9.1. The 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 corporation.
- 9.2. The term of each chairperson of a standing committee shall continue until June 30 of the current fiscal year or until the selection of a successor.
- 9.3. The Executive Committee will determine meeting attendance requirements for a committee chairperson.
- 9.4. No later than April, the President will appoint a three-person audit committee, who are not authorized signers on the bank account, to review the Corporation's financial records. This review shall be done after the close of the fiscal year and records returned to the newly elected Treasurer I no later than July 31.

## **10. CONTRACTS**

- 10.1. The Board of Directors may vote to execute any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; however, any such contract or instrument shall contain two signatures consisting of both Treasurer I and a President to be effective. The Board of Directors may vote to grant signature authority to other Officers generally or confined to specific instances under the same requirements as stated in this Section 10.1.
- 10.2. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers in the manner as shall from time to time be determined by resolution of the Board of Directors. Two authorized signatures shall be required on all checks.
- 10.3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 10.4. The Board of Directors may vote to accept on behalf of the Corporation any contribution, gift, donation, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **11. INDEMNIFICATION**

- 11.1. The Corporation shall to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer of the Corporation against all expenses and liabilities, including, without limitation, expenses, attorney fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated or determined in any proceeding not to have acted in good faith; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Board of Directors who are not, or were not, directly named as parties to the action, suit, or proceeding.
- 11.2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article 11 shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- 11.3. This Article 11 constitutes a contract between the Corporation and the indemnified Officers. No amendment or repeal of the provisions of this Article 11 which adversely affects the right of an indemnified Officer under this Article 11 shall apply to such Officer with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was made with the written consent of such indemnified person specifically waiving known indemnification rights.
- 11.4. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any such Officer, volunteer, and employee 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 Corporation would have the power to indemnify him against such liability under the Texas Business

Organizations Code. The benefits of any such insurance policy shall be subject to the policy requirements and the requirements of Members per the Texas Business Organizations Code.

- 11.5. To the fullest extent permitted by the Texas Business Organizations Code, as such statutes now exist or may hereafter be amended, an Officer of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Officer's capacity as an Officer.
- 11.6. A person seeking indemnity or the benefits of a Corporation insurance policy must not have been established in their actions to have unreasonably violated the Texas Business Organizations Code requirements of:
  - 11.6.1. good faith,
  - 11.6.2. ordinary care, and
  - 11.6.3. acting in a manner reasonably believed to be in the best interest of the Corporation.

## **12. BOOKS AND RECORDS**

- 12.1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors meetings and Member meetings.

## **13. FISCAL YEAR**

- 13.1. The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June of each year.

## **14. SEAL**

- 14.1. The Board of Directors may provide a corporate seal and it shall have inscribed thereon the words "CINCO RANCH HIGH SCHOOL BAND BOOSTERS, INC."

## **15. WAIVER OF NOTICE**

- 15.1. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, 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.

## **16. AMENDMENT OF BYLAWS**

- 16.1. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the majority vote of the Members of the Corporation, at any regular or special meeting, if at least twenty (20) calendar days' notice is given of the intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.
- 16.2. A Bylaws Committee, appointed by the Executive Committee, will be convened at least every



three years to review and revise the Bylaws of the Corporation as necessary.

## 17. RELATIONSHIP TO SCHOOL

- 17.1. All activities and programs of the Corporation in so far 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 Corporation activities to ensure compliance with the rules of the University Interscholastic League (UIL) and the policies of Katy ISD.
- 17.2. The Superintendent of Katy ISD, the Director of Bands of the Cinco Ranch High School Band, and/or the Principal of Cinco Ranch High School shall have veto power over the decisions and activities of the Corporation only if the Corporation's actions are not in compliance with UIL or Katy ISD written policy.
- 17.3. The Corporation shall not attempt to direct a band director or instructor in any of their duties. The schedule of contests, the rules for participation and all other criteria dealing with the inter-school program are under the jurisdiction of the local school administration.
- 17.4. Only the Board of Directors shall have spending authority of Band Booster Funds. Purchases must be made in accordance with the approval of the Executive Committee and the conditions stated in these Bylaws.

The undersigned, being the President and Secretary of Cinco Ranch High School Band Boosters, Inc., do hereby certify that the foregoing are the revised Bylaws of said Corporation, and these revised Bylaws do supersede and replace in full any previous Bylaws, accordingly as adopted by the majority vote of the Members of the Corporation on the 9th day of May.

### President

Signature: Holly Rosengvist

Name: Holly Rosengvist

Date: 5/9/23

### Secretary

Signature: Nick Bailey

Name: Nick Bailey

Date: 5/9/23