

TOMBALL MEMORIAL HIGH SCHOOL ORCHESTRA BOOSTER CLUB

Bylaws and Articles of Incorporation

Article No. 1

I. The Name of the Organization

- A.** The name of this organization shall be known by all parties as the Tomball Memorial High School Orchestra Booster Club (hereafter referred to as TMHSOBC).

II. The Purpose

- A.** The Purpose of the Tomball Memorial High School Orchestra Booster Club, a non-profit educational foundation serving Tomball Independent School District (TISD) in the State of Texas, is the following:
1. Support the goals and objectives of the Tomball Memorial High School orchestra program
 2. To assist the directors, orchestra staff and students with administrative and logistical support when requested.
 3. To help promote a positive image of the orchestra program throughout the Community.
 4. To provide financial support for the TMHS orchestra program.
 5. To foster parental and community involvement in the orchestra program.
 6. To carry out the above purposes properly, the TMHSOBC may perform the activities and functions deemed necessary and appropriate by the following Club Bylaws, at the discretion of its officers, and with the approval of the Tomball ISD Administration, the duly appointed faculty sponsors, and within the authority delegated to it by the Tomball ISD Board of Trustees.

Article No. 2

III. Membership

- A.** Regular membership is open to all parents, guardians, and staff of the Orchestra Program.
1. Membership Dues are set by the Board of Directors and will be published in a Board Resolution at the beginning of each fiscal year.
 2. Members are considered to be in good standing when their dues are fully paid for the current fiscal year.
 - a) Orchestra staff are exempt from paying dues, and are considered to be in good standing so long as they retain their employed position.
 3. To hold an office with the TMHSOBC or serve as Chair of a committee, members must be fully paid and in good standing with the TMHSOBC.
 - a) A parent or guardian of a registered freshman student in the TMHS Orchestra Program for the successive academic year may seek election to an Office of the TMHSOBC or receive an appointment to a Committee of the TMHSOBC for the successive fiscal year with the payment, or pledge of payment, of dues for the successive fiscal year.
 4. Only parents and guardians of current TMHS Orchestra students and Orchestra staff may be active, voting members.
 5. Alumni, parents of alumni, corporations, and the general public may be supporting members, but cannot vote or participate in any club business.

IV. Meetings

- A.** Regular meetings of this organization shall be held as announced by the Board of Directors.
1. Regular meetings must be called with at least two weeks of advance notice.
 2. Regular meetings must be held at least once per academic semester.
- B.** Special meetings may be called by the Board of Directors.
1. Special meetings must be called with at least 24 hours of advance notice.
 2. There may not be more than two special meetings called before the next regular meeting, regardless of whether or not a quorum was achieved at each call of a special meeting.
- C.** A meeting will be recognized as called if notice was sent within the minimum call

time by the Board President or Head Orchestra Director.

1. Valid notice must be sent through either
 - a) a bulk email sent to the email addresses registered with the TMHS Orchestra program, or
 - b) via hard copy distributed to every present student in every TMHS orchestra class in a single school day.
- D.** The Board of Directors shall meet, as a minimum, prior to the regular meetings.
 1. The Board of Directors must enact policies that have been properly motioned, seconded, debated, and approved by the general membership.
 - a) The Board of Directors must remain within the mandate of all membership approved policies when enacting those policies.
 2. The Board of Directors may not make expenditures beyond the membership-approved gross annual budget without making a motion for approval to the general membership that is properly motioned, seconded, debated, and approved.
 - a) The Board of Directors may reallocate funds within the budget at their discretion, but may not exceed the gross annual budget without the membership approval described above.
- E.** Only regular members whose dues are paid are eligible to be recognized for discussion of Orchestra Booster Business.
- F.** Non-Members must contact the Orchestra Booster President at least 72 hours prior to the next regularly scheduled meeting to be placed on the agenda. A limit of five (5) minutes will be allowed for all non-member considerations.
- G.** A quorum is required to propose a motion, second a motion, debate, adopt a motion, or perform any action except adjournment in any general or special meeting.
 1. A quorum shall consist of:
 - a) Two elected members of the Board of Directors,
 - b) The Head Orchestra Director (or a designated member of the TMHS Orchestra staff), and
 - c) At least 25% of the registered general members that are in good standing.
 2. A quorum is assumed to be present unless a call of the house is ordered.
 3. Any Board member or general member in good standing may order a call of the house before any action.
 4. If, after a call of the house a quorum is found to be missing, the presiding officer

shall be compelled to adjourn the meeting immediately.

H. Club and Board meetings and actions are subject to the guidelines set forth by Tomball ISD for the operation of parent booster organizations. The following points from that publication of are particular note:

1. Any action taken at the meeting will be subject to review and revocation by the sponsor or principal. A revocation may be appealed to the superintendent or designee.
 - a) The sponsor, in this case, is the Head Orchestra Director. The principal is the TMHS Campus Principal.
2. There will be no student activities, parties, meetings, travel, or other gathering in the name of the booster club or school-support organization unless prior permission has been received from the sponsor, and the principal or the sponsor is present. All activities will be under the auspices of the school and the District.
3. Failure to follow policies and procedures of the District may result in refusal by the campus principal to allow related activities on the campus.

V. Board of Directors

- A.** The Board of Directors shall conduct business as necessary to implement, in an expedited manner, all actions decided by the club and/or by a club vote, provided such actions meet with orchestra staff approval and do not violate any policies of the Tomball Independent School District.
- B.** Shall consist of those persons outlined in Article 2, Section VI.
- C.** Shall conduct business according to the guidelines set forth in Article 2, Section IV, Subsection D.
- D.** The Board of Directors has the authority to appoint an interim officer when one resigns or leaves an office midterm in any other way until the next regular meeting, at which point a by-election will be held among the general membership to fill the vacancy for the remainder of the term.
- E.** No obligation or fundraising activities shall be assumed by any member for said organization without the Board of Directors' authorization.
 1. Expense items connected with fundraising projects will be approved by the Board of Directors.
 2. Any awards given in the name of the TMHSOBC will be approved by the Board of Directors and will be presented at the time and place selected by the Board of Directors. All awards must be in line with the University Interscholastic League Constitution and Contest Rules.
- F.** Elected Officers may not be related by blood, marriage, or common household to one another or the Orchestra staff; or have any prior relationships by blood, marriage

or common household to one another or the Orchestra staff.

- G.** Elected Officers must be the parent or guardian of a student in the TMHS orchestra program for the term that they would be serving in office.

VI. Officers and Duties

- A.** Elected officers of this organization shall be the following:

1. President

- a) Preside at all Board of Directors meetings and at the general and special meetings.
- b) Act as a liaison between the TMHSOBC and all other school activities, TISD Administration, and the community.

2. Vice President

- a) Preside at meetings in the absence or inability of the president to serve.
- b) Perform administrative functions delegated by the president.
- c) Organize and coordinate all fundraising activities for the orchestra organization (within the guidelines set by Tomball ISD).

3. Secretary

- a) Keep accurate records of all TMHSOBC proceedings.
- b) Handle all necessary correspondence.
- c) Notify all parties of meetings, special and regular.

4. Treasurer

- a) Submit a report of funds at regular and Board of Directors meetings.
- b) Disburse funds as directed and approved by the Board of Directors. Checks will require any two (2) signatures of the following:
 - (1) President
 - (2) Vice President
 - (3) Treasurer
- c) Shall present ledger books to an Audit Committee, which is appointed by the Board of Directors prior to the conclusion of each fiscal year. The Audit Committee will review and verify all expenditures during the previous year and submit a report of its findings to the newly elected Board of Directors.
- d) Shall notify parties who have checks returned with insufficient funds that any resulting assessed fees and all future payments must be made by cash, money order or cashier's check.
- e) Ensures the Booster Club remains compliant with all guidelines set forth by

Tomball ISD.

B. Head Director of the TMHS Orchestra program.

1. The TMHS Head Orchestra Director is a de-facto member of the Board of Directors, and holds the non-elected position of Parliamentarian.

VII. Nomination and Election of Officers

A. A Nominating Committee of three members and an orchestra staff representative will be appointed by the President.

B. The Nominating Committee shall present a slate of candidates to the general membership.

1. Additional nominations may be made from the floor by the general membership that are properly motioned and seconded.
2. Each candidate's consent must be obtained before his/her name is placed in nomination.

C. Elections shall be held at a regular meeting prior to the end of the fiscal year.

D. Term of office and fiscal year shall be twelve months from July 1st- June 30th.

E. Elections shall be by simple majority in a written or vocal ballot.

1. A parent or guardian of a registered freshman student in the TMHS Orchestra Program for the successive academic year may participate in the election of Officers of the TMHSOBC for the successive fiscal year with the payment, or pledge of payment, of dues for the successive fiscal year.

F. The Nominating Committee shall take an accurate vote count.

G. Outgoing Board Members

1. Outgoing board members shall be responsible for the following:
 - a) Turn in all materials, such as keys, debit cards, notebooks, check book, receipts and any other materials relating to the program prior to the end of the fiscal year
 - b) Meet with incoming board members for banking changes and to update all contact information (i.e. Sam's Club etc.) within 2 weeks of election

H. Any Elected Officer may be removed from office by a majority vote for removal from office that is properly motioned, seconded, and debated at a regular or special general membership meeting.

VIII. Committees

- A.** Committees may be appointed as necessary by the President.
- B.** Committees must draft and receive board approval of a Committee Charter.
- C.** Committees must follow all policies and procedures of TISD.

Article No. 3

IX. Conflict of Interest Policy

- A.** The purpose of the Conflict of Interest Policy is to protect the TMHSOBC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- B.** Each Orchestra Director, Board Member and member of board approved committees with governing board delegated powers shall annually sign a statement which affirms such person:
 - 1. Has received a copy of the TISD Conflicts of Interest Policy,
 - 2. Has read and understands the policy,
 - 3. Has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- C.** Full Conflict of Interest Policy available upon request.

X. Dissolution

- A.** A resolution to dissolve passed by a majority vote of the Board of Directors may be presented by the Orchestra Staff to a special dissolution meeting of the membership, provided that a notice is sent to all members at least two weeks prior to said meeting via the methods outlined in Article 2, Section IV, Subsection C, Paragraph 1. A majority vote of those present shall be required to approve the resolution.
- B.** Upon dissolution of the organization, the Board of Directors shall, after making provisions for the payment of all liabilities of the organization, dispose of all non-cash assets and transfer the net cash assets to the TMHS Orchestra Activity Account. However, if the named recipient is no longer in existence, no longer a qualified recipient, or unwilling or unable to accept distribution, then the assets of the organization shall be distributed (with Orchestra Staff approval) to a fund, foundation, or organization which is organized and operated solely of the purposes specified in

section 501(c) 3 of the Internal revenue Code.

XI. Amendment of Bylaws

- A.** The Board of Directors may, with a two-thirds majority vote from the general membership present at a regular or special meeting, amend or repeal these Bylaws or adopt new Bylaws, unless the Organizing Documents or the Texas Business Organizations Code limits such powers.

- B.** These Bylaws were adopted at the meeting of the Tomball Memorial High School Orchestra Booster Club on Wednesday, May 29, 2019.