

**BYLAWS OF  
ANDERSON BAND BOOSTER ASSOCIATION, INC.**

**ARTICLE I  
NAME**

**Name 1.01** The name of the organization shall be the Anderson Band Booster Association (hereinafter called "ABBA").

**ARTICLE 2  
PURPOSE**

**Organization 2.01** The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**Purpose 2.02** The Corporation shall assist the directors of the Anderson High School Band and Dance Guard (hereinafter collectively referred to as "the band") in reaching the band program goals. It shall provide financial support to the band and provide assistance for band activities-

**Non-Profit 2.03** The Corporation shall be a non-profit organization and shall be non-sharing and noncommercial.

**District 2.04** The activities of the Corporation shall not conflict with the policies of the Austin Independent School District and shall be sanctioned by school officials.

**ARTICLE 3  
OFFICES**

**Principal Office 3.01.** The Corporation's principal office in Texas will be located at 8309 Mesa Drive, Austin, Texas 78759. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.  
Registered Office and Registered Agent

**Registered Office 3.02.** The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

**ARTICLE 4  
MEMBERS**

**Membership 4.01.** Membership shall consist of all parents/guardians of current band students. Any interested persons in the community are also eligible for membership, subject to the approval by the Board of Directors.

**Voting Privileges 4.02.** Parents or legal guardians who have children in the band program are eligible to vote. The band directors/dance guard directors are non-voting members. All other members are eligible

to participate in all ABBA activities but are not eligible to vote. Should a band student leave the program, the parents or legal guardians of the student may continue to participate in ABBA activities, but they relinquish the right to vote.

**Proxy Voting 4.03.** There shall be no proxy voting.

## **ARTICLE 5 MEETINGS OF MEMBERS**

**Annual Meeting 5.01.** Beginning in 2018, the Board will hold an annual members' meeting in May. At the annual meeting, the members will elect the Elected Officers, approve a budget for the upcoming year, and transact any other business that may come before the meeting. If, in any year, the election of Elected Officers is not held on a day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect Elected Officers.

**Special Meetings 5.03.** Special meetings of the members may be called by the President or the Board.

**Place of Meeting 5.04.** The Board may designate any place, inside or outside Texas, as the place of meeting for the annual meeting or for any special meeting called by the President or the Board. If the President or Board does not designate the place of meeting, the meeting will be held at the Anderson High School Band Hall.

**Notice of Meetings 5.05.** Written, electronic or printed notice of any meeting of the members will be sent to each member entitled to vote at the meeting, not less than 10 days before the date of the meeting. Notice is deemed sufficient if said notice is published on the Corporation's website and sent to all members using contact information on file, via electronic means including but not limited to email, texting, and social networking.

**Eligibility to Vote at Members' Meetings 5.06.** A voting member in good standing is entitled to vote at a meeting of the members of the corporation. A voting member in good standing is one who not suspended as of the date of the meeting or of the notice of the meeting or 5 days before the meeting.

**Quorum 5.07.** Members who attend a duly called or held meeting in person at the time the meeting is called to order will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if any members leave. However, no action may be approved without the vote of at least a majority of the number of the members present at the time the meeting was called to order. At any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

**Actions of the Membership 5.08.** The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the Bylaws require a greater number. Voting will be by voice or hand count, except that the election of officers and directors at the annual meeting will be by written ballot.

**Proxies 5.09.** No member shall be entitled to vote at a meeting of members of the corporation by proxy.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

**Management of Corporation 6.01.** The Board will manage corporate affairs of ABBA.

**Number, Qualifications, and Tenure of Directors 6.02.** The number of Directors shall include all Elected Officials (the President, Secretary and Treasurer, and President-Elect), and Vice Presidents appointed by the Board. The Head of Bands for the Anderson Band shall be a non-voting Director. The Board may create and define the authority and duties of all vice president positions, and may elect or appoint persons to fill vacancies. The same person may hold any two or more director positions, except for the Elected Officers of the corporation. If any board Position is held jointly by two persons, each position shall have only vote. Directors must be Texas residents and members of the corporation. Each Director will hold office until the next annual meeting of the members and until his/her successor shall have been elected and qualified. Terms of office correspond with the fiscal year.

**Vacancies 6.03.** The Board will fill any vacancy in the Board and any Director position. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

**Annual Meeting 6.04.** The Annual Board meeting will be held at the regularly scheduled board meeting in May of each year.

**Regular Meetings 6.05.** The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Anderson High School Band Hall if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings. The Board shall hold a regular meeting each July for the purpose of appointing Vice Presidents and other committee assignments.

**Special Meetings 6.06.** Special board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board shall fix the place at the Anderson High School Band Hall. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

**Meeting Other than In-Person 6.07.** The Board may hold a meeting by conference-call, such as telephone, video, internet or other conference or meeting method. For any meeting held other than in-person, matters must be arranged in such a manner that all persons participating in the meeting can communicate with each other; the notice of a such a meeting must state the means by which the meeting will be held, and include all notification otherwise required. Attendance will be recorded for any such meeting, and a person's attendance constitutes his or her agreement with the proceedings of the meeting.

**Decision Without Meeting 6.08.** Any decision required or permitted to be made at a meeting of the Board may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

**Notice 6.09.** Written or printed notice of any special meeting of the Board will be sent to each Director not less than three days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called. Notice is deemed sufficient if said notice is published on the Corporation's website and sent to all Board members using contact information on file, via electronic means including but not limited to email, texting, and social networking

**Quorum 6.10.** A majority of the number of voting Directors then in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting once without further notice.

**Duty to Avoid Improper Distributions 6.11.** Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligation, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment. A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statement, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of the book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

**Delegating Duties 6.12.** Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care

in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

**Interested Directors 6.13.** Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

**Actions of Board of Directors 6.14.** The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or be some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

**Proxies 6.15.** A director shall not vote by proxy.

**Compensation 6.16.** Directors shall not receive salaries for their services, but shall be entitled for reimbursement for any and all expenses incurred.

**Removing Directors and Officers 6.17.** The members may vote to remove an elected and/or appointed director/officer at any time, only for good cause. Good cause for removal of a director includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the members of the corporation. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda. At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of two-thirds majority of the members present and voting at the meeting called for such purpose.

## **ARTICLE 7 OFFICERS**

**Officer Positions 7.01.** The Corporation's Elected Officers will be the duly elected or appointed President, President-Elect, Secretary, and Treasurer of the Corporation. The Board shall appoint the Vice Presidents listed in section 5.05(e) below. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. No Elected Officer may hold more than one office, nor fill an additional director position on the Board. The same person may hold any two or more Vice President offices. All offices may be held by co-officers if so elected, but no office will be entitled to more than one vote.

**Election and Term of Office 7.02.** The Elected Officers will be elected annually by the members at an annual meeting. An officer may be elected to succeed himself or herself in the same office.

**Removal 7.03.** Any officer may be removed by the membership only with good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

**Vacancies 7.04.** The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

**Duties of Officers / Directors 7.05.** Officers will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statement, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**(a) President**

The President is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of president.

**(b) President-Elect**

When the President is absent, cannot act, or refuses to act, the President-Elect will perform the President's duties. When acting in the President's place, the President-Elect has all the powers of – and is subject to all the restrictions on - the President.

**(c) Treasurer**

The Treasurer is an officer of the Corporation. The Treasurer will:

- (i) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.
- (ii) Prepare and present to the Corporation for approval an annual budget.
- (iii) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (iv) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as the Bylaws provide or as the Board or president directs.
- (v) Write checks and electronically disburse funds via debit card transaction to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than FIVE HUNDRED DOLLARS EVEN (\$500.00) without the signature of an elected officer in addition to that of the treasurer. For debit card transactions, documented approval by email from an authorized signer not executing the transaction is required for disbursements of FIVE HUNDRED DOLLARS EVEN (\$500.00) or more.

- (vi) Maintain the Corporation's financial books and records.
- (vii) Prepare monthly financial reports and report at each regular board meeting.
- (viii) Perform other duties as assigned by the President or Board.
- (ix) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a suety as determined by the Board.
- (x) Present books to the review committee as requested.
- (xi) Perform all duties incident to the office of Treasurer.

**(d) Secretary**

The Secretary will shall be an officer of the Corporation. The Secretary will:

- (i) Give all notices as provided in the Bylaws or as required by law.
- (ii) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (iii) Give all notices as provided in the Bylaws or as required by law.
- (iv) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (v) Maintain custody of the corporate records
- (vi) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.
- (vii) Perform duties as assigned by the president or the Board.
- (viii) Perform all duties incident to the office of Secretary.

**(e) Vice Presidents**

The vice presidents will perform all duties assigned by the president or Board. Vice presidents are responsible for coordinating, but are not limited to, the following areas of support for the Anderson Band programs:

- (i) CATERING
- (ii) UNIFORMS
- (iii) CHAPERONES
- (iv) TRAILERS AND PIT CREW
- (v) FUNDRAISING

**ARTICLE 8  
TRANSACTIONS OF CORPORATION**

**Contracts 8.01.** The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contract and instruments.

**Deposits 8.02.** All the Corporation's fund will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

**Gifts 8.03.** The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law

(including UIL guidelines), and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

**Potential Conflicts of Interest 8.04.** The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to, and otherwise transact business with, the Corporation except as otherwise provided by these Bylaws, the article of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from, or otherwise transact business with, a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interest. The Corporation may not borrow money from, or otherwise transact business with, a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

**Prohibited Acts 8.05.** As long as the Corporation exists, and except with the Board's prior approval, no member, director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 9 BOOKS AND RECORDS**

**Required Books and Records 9.01.** The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered officer or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees have any of the authority of the Board.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.



(f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three most recent tax years.

**Inspection and Copying 9.02.** Any member, director, officer or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 10 cents per page. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

**Financial Review 9.03.** The Board shall have a review of the Corporation's books conducted annually. The review may be performed by a qualified accountant or by an appointed review committee. Any member may have a review conducted of the Corporation's books. That member bears the expense of the review unless the members vote to authorize payment of review expenses. The member requesting the review may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to a review more than once in any fiscal year.

## **ARTICLE 10 FISCAL YEAR**

**Fiscal Year 10.01.** The Corporation's fiscal year of the Corporation will begin on the first day of July and end on the last day in June in each year.

**Financial Review Committee 10.02.** A review committee consisting of  
(a) not less than three members who are not authorized signers, or  
(b) a qualified accountant who is not an authorized signer  
shall be appointed by the president subject to the approval of the Board no later than the first Board meeting in September following the end of the fiscal year. The review committee shall not be related by blood or marriage and shall not reside in the same household as the authorized signers.

**Financial Review Report 10.03.** The review committee report shall be adopted by the Corporation. The review report shall be presented and adopted by a majority vote of the members of the Corporation present no later than the second regular meeting following the appointment of the review committee.

## **ARTICLE 11 NOTICES**

**Notice by Mail, Website Posting or Email 11.01** Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail or email. If mailed, a notice deemed delivered when deposited in the mail addressed to the person at his/her address as it appears on the corporate records, with postage prepaid. If given by email, a notice

is deemed delivered when accepted by the internet service provider company and addressed to the person at his or her email address as it appears on the corporate records. A person may change his or her mail or email address in the corporate records by hand delivering or giving written email notice of the change to the President or the President's designee. If given by posting on the Corporation's website, a notice is deemed delivered when it is posted on the website and available for viewing via public Internet access.

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

**Waiving Notice by Attendance 11.03.** A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 12 AMENDING BYLAWS**

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of members present at a duly-called meeting of the members. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## **ARTICLE 13 PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised or other procedures as agreed upon by the majority of the members of the Corporation present at the meeting shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the articles of incorporation.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of the Anderson Band Booster Association, Inc. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on May 18, 2017.

Dated:

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Name:

Secretary of the Corporation