

# Bylaws

## Vista Ridge Band Boosters

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### Article One

#### 1. Name & Location

- 1.1. *The name of this organization is the Vista Ridge Band Boosters (VRBB.)*
- 1.2. *All Booster Club meetings may be held at such places within the Leander Independent School District (LISD) as designated by school administration and club officers.*

### Article Two

#### 2. Purposes

- 2.1. *This non-profit organization exists solely for the purposes of*
  - *boosting, encouraging, and promoting Vista Ridge High School (VRHS) band & color guard students,*
  - *stimulating and maintaining interest in the VRHS band & color guard program, and*
  - *giving all possible support, both moral and financial, to the VRHS band & color guard program.*
- 2.2. *The VRBB commits itself to cooperate with school officials for both building and maintaining an efficient band & color guard program and for promoting general activities pertaining to the band & color guard in cooperation with UIL guidelines for Booster Clubs, taking precaution not to interfere with the curriculum and direction of the VRHS Director of Bands. All policies pertaining to the operation of the VRBB shall be under the jurisdiction of the VRHS Director of Bands and the VRHS Administration, according to UIL rules for Band Booster Clubs.*
- 2.3. *The VRBB is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities prohibited (a) for an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) via organization contributions which are deductible under section 170(c)(2) of the Internal Revenue Code.*
- 2.4. *No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the organization shall be engaging in political activism, or otherwise attempting to influence legislation, and the organization shall not engage in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.*
- 2.5. *Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal*

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- 2.6. Any tangible property purchased by the VRBB for the benefit of the VRHS Band & Color Guard will become the property of LISD.

## Article Three

### 3. Membership

- 3.1. Membership shall consist of the legal guardians of all VRHS students and other interested persons within the LISD community. VRBB does not discriminate with regard to race, color, religion, sex, national origin, ability or any other basis prohibited under applicable law.
- 3.2. Voting members shall be the legal guardians of all active VRHS band & color guard students. All other members shall be non-voting members.
- 3.3. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these Bylaws.
- 3.4. Any member may be removed if conditions warrant.
  - 3.4.1. A request for an individual's removal must first be submitted to the Executive Board in writing, with all reasons and evidence that exist.
  - 3.4.2. The Executive Board will review the request and conduct further investigation if required. If, in the view of the Executive Board, removal is warranted, the request should be submitted to the Director of Bands. The Director of Bands' decision shall be final.
- 3.5. Any member may be reinstated if conditions warrant.
  - 3.5.1. A request for an individual's reinstatement must first be submitted to the Executive Board in writing, with all reasons and evidence that exist.
  - 3.5.2. The Executive Board will review the request and conduct further investigation if required. If, in the view of the Executive Board, reinstatement is warranted, the request should be submitted to the Director of Bands. The Director of Bands' decision shall be final.
- 3.6. Any member has the right to file a grievance in writing and submit it to the Executive Board.
  - 3.6.1. The Executive Board will investigate the grievance as required and make all reasonable attempts to settle the grievance among all concerned parties.
  - 3.6.2. If the grievance cannot be resolved by the Executive Board to the satisfaction of all concerned parties, the issue can be submitted to the Director of Bands by any concerned party. The Director of Bands' decision shall be final.
- 3.7. Members are responsible for the organization's budget. Band boosters collect fees from the parents.

## Article Four

### 4. Executive Board

- 4.1. *The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.*
- 4.2. *There shall be the following officers: President, Vice President of Fund Raising, Vice President of Operations & Administration, Secretary, Historian, Parliamentarian, Treasurer and Co-Treasurer. All officers must be members in good standing.*
- 4.3. *These officers comprise the Executive Board and shall be elected by the voting members for a term of one (1) year.*
- 4.4. *The term of office for all officers shall begin on June 1st and end on May 31st to coincide with the VRBB fiscal year.*
- 4.5. *Elections for executive positions occur annually at the April general assembly meeting. Newly elected officers shall assist the out-going officers and serve as non-voting Executive Board members from the time of their election through the beginning of their term.*
- 4.6. *Any officer may resign at any time by notifying the Secretary or President in writing. Such resignations are effective at the time of notification. The President shall inform the Director of Bands of any resignation.*
- 4.7. *Any officer may be removed as follows:*
  - 4.7.1. *by the Executive Board with an affirmative vote of two-thirds; or*
  - 4.7.2. *by submitting a written request for removal to the Director of Bands and Principal stating the reasons for removal.*
    - 4.7.2.1. *The Director of Bands and the Principal decide if the request is appropriate (all decisions are final); at the next regular meeting of the voting members, the removal will be voted on.*
    - 4.7.2.2. *An affirmative vote of two-thirds will cause the officer to be removed. The membership is encouraged to explore all reasonable alternatives before requesting the removal of an officer.*
- 4.8. *Should a vacancy occur, the Executive Board shall be responsible for filling the office for the remainder of the term.*

## Article Five

### 5. Officer Duties

- 5.1. *The President shall preside over all Booster Club meetings, oversee all aspects of the Booster Club program, convene meetings of the membership and Executive Board when necessary, serve as ex-officio member of all committees except the Nominating Committee, and perform other duties as requested by the Executive Board.*
- 5.2. *The Vice President of Fundraising shall be the assistant to the President. If the President is unable or unwilling to perform his/her duties, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of the President. When not acting as the President, the Vice President*

*may serve as a committee chairperson. The Vice President of Fundraising shall coordinate all fundraising efforts and related committees. The Vice President shall perform other duties as may be assigned by the President or Executive Board. .*

- 5.3. *Vice President of Operations & Administration shall be the assistant to the President. The Vice President shall be the assistant to the President. If the President is unable or unwilling to perform his/her duties, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of the President. When not acting as the President, the Vice President may serve as a committee chairperson. The Vice President of Operations & Administration shall coordination of logistics and operations and related committees. The Vice President shall perform other duties as may be assigned by the President or Executive Board.*
- 5.4. *The Co-Treasurers shall record all financial matters of the Booster Club, collect receipts or bills for all disbursements, report on financial matters to the Executive Board and general membership, submit annual financial statements for review to the Executive Board and/or the Audit Committee, chair the budget committee, and perform other duties as requested by the Executive Board. It is recommended that the Treasurer has a strong financial and/or accounting background. Duties shared between Co-Treasurers shall include a) budget and accounts payable and b) deposits and accounts receivable. The Treasurer shall provide at least quarterly statements to members, with payments due the 1st of the following month and file annual IRS form 990 in a timely manner;*
- 5.5. *The Secretary shall keep an accurate record of all Executive Board meetings and both regular and called meetings of the members of VRBB. Such records shall be made available to the President no later than two (2) weeks after the each meeting. Records shall be kept for a period of five (5) years and turned over to the in-coming Secretary by June 1st of each year. The Secretary shall be responsible for VRBB correspondence and perform other duties as may be assigned by the Executive Board.*
- 5.6. *The Historian shall record the history of band & color guard events and activities in which the band participates over the course of the year, coordinates related committees, and perform other duties as may be assigned by the Executive Board.*
- 5.7. *The Parliamentarian shall maintain order for all Executive Board meetings and both regular and called meetings of VRBB members. Coordinates bylaw amendments and related committees. Parliamentarian submits bylaws per LISD policy. The Parliamentarian shall have working knowledge of VRBB Bylaws and Robert's Rules of Order and perform other duties as may be assigned by the Executive Board.*

## Article Six

### 6. Meetings

- 6.1. *All meetings shall be conducted in accordance with Robert's Rules of Order.*
- 6.2. *A majority of the officers present shall constitute a quorum of the Executive Board. If a quorum shall not be present at any meeting of the Executive Board, the officers present there may adjourn the meeting without notice other than announcement at the meeting, until a quorum can be reached.*
- 6.3. *A quorum of the general membership shall be a quorum of the Executive Board and at least ten (10) voting members at large.*
- 6.4. *Members shall meet in regular session at least nine (9) times per year, from August through May, as needed, or as convened by the President or Executive Board due to special circumstances.*

- 6.5. *The Executive Board shall meet in advance of general member meeting, and at such other times as called by the President or any three (3) other officers, to determine and carry out the purposes of VRBB. The Executive Board may invite Chairpersons of committees to attend these meetings.*
- 6.6. *Notice of any special meeting of the Executive Board shall be given at least two days in advance by oral or written notice delivered personally or electronically to the Director of Bands. The Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver of notice for that meeting.*
- 6.7. *Voting by proxy is not permitted.*
- 6.8. *The Director of Bands shall be advised of all meetings and shall have the option of attending such meetings.*
- 6.9. *The LISD Superintendent or his/her designate has veto power on all acts of the VRBB affecting school finances, school attendance and/or school policy.*

## Article Seven

### 7. Committees

- 7.1. *Special committees may be created and dissolved as needed by the Executive Board. The President shall serve as a member ex-officio of all committees except the Audit and Nominating Committees. Committee Chairs are encouraged to develop and maintain a procedure manual to be approved by the Executive Board.*
- 7.2. *The Audit Committee (ad hoc) shall be appointed by the Executive Board and consist of at least one other voting member. Committee membership shall not include individuals with check signing authority or debit card privileges. The Audit Committee shall audit the VRBB financial records:*
  - *after the end of the fiscal year,*
  - *upon departure of a Treasurer, or*
  - *at the direction of the Executive Board.**An audit report shall be completed and submitted to the Executive Board within thirty (30) days of the event initiating the audit.*
- 7.3. *The Budget Committee Chairperson shall be a Treasurer and the Budget Committee is comprised of the Executive Board, Director of Bands, and Marching Director. The Chairperson may appoint other voting members as needed. The Chairperson shall submit a draft budget for the upcoming fiscal year to the Executive Board prior to the May member meeting. To be adopted, the draft budget must be approved by a majority vote of the voting members present at the May member meeting, or as soon thereafter as practical, and by the Director of Bands.*
- 7.4. *The Bylaws Committee (ad-hoc) shall be led by the Parliamentarian and consist of 3-5 voting members who are responsible for recommending bylaw changes to the Executive Board.*
- 7.5. *The Chaperone Committee Chairperson shall report to the VP of Operations & Administration. The committee accompanies and provides for the general care and supervision of the band & color guard as required by the Director of Bands.*
- 7.6. *The Color Guard Committee Chairperson shall report to the VP of Operations & Administration. The committee provides support for guard members and directors.*

- 7.7. *The Fundraising Committee shall be led by the VP of Fundraising and may appoint other voting members as needed. All fundraising activities must be approved by the Executive Board and LISD. The Chairperson is responsible for all VRBB fundraising operations.*
- 7.8. *The Meal Crew Committee Chairperson shall report to the VP of Operations & Administration. The committee provides students with meals, snacks and/or refreshments at band and/or color guard functions as requested by the Director of Bands. When band students are scheduled to receive meals, snacks and/or refreshments, directors, drivers, chaperones, and scheduled volunteers shall be included.*
- 7.9. *The Med Parent Committee Chairperson shall be appointed by and report to the VP of Operations & Administration. The committee assists Director with required paperwork and will provide first aid support as prescribed in LISD policies and in coordination with the Director of Bands.*
- 7.10. *The Nominating Committee (ad hoc) shall consist of the Director of Bands and four (4) VRBB voting members appointed by the President. Current officers may not serve on the Nominating Committee. The Nominating Committee shall submit a written report to the President listing one nominee for each office to be filled. The report must be signed by a majority of the members of the Nominating Committee. The Chairperson presents the slate at the election meeting and calls for the vote.*
- 7.11. *The Roadie Chairperson shall report to the VP of Operations & Administration. The Roadie Committee is responsible for transporting props, equipment and instruments and manages the loading, unloading, and positioning for performances.*
- 7.12. *The Scholarship Committee (ad hoc) shall be appointed by the President and is responsible for coordinating the scholarship application and selection process in accordance with LISD and UIL policies. The Director of Bands shall not participate in the scholarship selection process.*
- 7.12.1. *Distribution of scholarship funds must be requested within two (2) years of the date being awarded to the recipient. The Band Director will make the final decision if funds are being requested after the deadline.*
- 7.13. *The Uniform Committee Chairperson shall report to the VP of Operations & Administration. The Uniform Committee is responsible for the fitting, care, issuance, and cleaning of all band & color guard uniforms and respective accessories.*
- 7.14. *The Volunteer Committee Chairperson shall report to the VP of Operations & Administration. The Volunteer Committee is responsible for the training, credentialing and scheduling of volunteers for band functions as requested by the Director of Bands and other committee Chairs.*
- 7.15. *The Marching Festival Committee shall be led by the VP of Fundraising and may include a co-chair who is an alumni parent. The committee is responsible for the Vista Ridge Marching Festival*
- 7.16. *The Media Team Committee will report to the Historian and be responsible for photography, videography, social media, and website maintenance.*
- 7.17. *The Props Committee Chairperson shall report to the Budget Treasurer. The Props Committee is responsible for designing, constructing, and storing props to support band and color guard program.*

## Article Eight

### 8. Contracts, Deposits and Funds

- 8.1. *The Executive Board may authorize any officer or officers, agent or agents of the VRBB, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the VRBB. Such authority may be general or confined to specific instances.*
- 8.2. *Financial Controls*
  - 8.2.1. *All expenses must be approved by VRBB membership by way of approval of an annual budget, or amendments thereto, or be approved by a separate resolution of the general assembly.*
  - 8.2.2. *All funds of the VRBB shall be deposited to the credit of the VRBB in such banks, trust companies, or other depositories as the Executive Board may select as soon as is practical.*
  - 8.2.3. *Any expenses over \$500 must be authorized by a majority vote of the voting members present at a members meeting.*
  - 8.2.4. *Two authorized persons shall sign all checks. All expenditures are to be made by check, never cash.*
  - 8.2.5. *Checks reimbursing an officer may not be signed by that officer.*
  - 8.2.6. *Where the VRBB is not billed directly, there must be a completed reimbursement request documenting the amount and type of expenditure with receipts in order to receive reimbursement.*
  - 8.2.7. *An officer or other person without check signing authority designated by the Executive Board shall have on-line access to review all bank activities/statements.*
  - 8.2.8. *The Audit Committee shall audit all corporate finances or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.*
  - 8.2.9. *Fundraisers involving students must adhere to LISD & VRHS policies governing student fundraising.*
  - 8.2.10. *The Budget for scholarship fund is 5% of fundraising profit excluding sponsorships and non-event specific individual/corporate donations.*
  - 8.2.11. *The Budget for hardship fund 7.5% fundraising profit excluding sponsorships and non-event specific individual/corporate donations.*
  - 8.2.12. *The Executive Board may choose to accept on the behalf of the VRBB any contribution, gift, bequest, or device for the general purposes or any special purposes of the VRBB.*
  - 8.2.13. *Refunds are at the discretion of the Band Director and/or Treasurer.*

## Article Nine

### 9. Duty of Sponsor

- 9.1. *The sponsor of the Club is the Director of Bands.*
- 9.2. *The sponsor of the Club shall not be a member or have voting privileges on the Executive Board.*
- 9.3. *The sponsor shall advise the Club against proceeding if the Club's plans violate LISD policies or UIL rules.*

## Article Ten

### 10. Conflicts of Interest

- 10.1. *Existence of Conflict, Disclosure: Directors, officers, employees, and contractors of Club should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Club. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member, or contractor competes or appears to compete with the interests of the Club. If any such conflict of interest arises, the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive board, excluding the person who is subject of the possible conflict.*
- 10.2. *The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall exit the room in which the Executive Board is meeting. However, the person may be permitted to provide the Executive Board with any and all relevant information.*
- 10.3. *The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed, and that the interested person was neither present during the final discussion nor voted on the matter.*
- 10.4. *A copy of this conflict-of-interest statement shall be furnished to each Director, officer, employee and/or contractor presently serving the corporation, or who hereafter becomes associated with the Club. This policy shall be reviewed annually for information and guidance of Directors, officers, staff members and contractors. New directors, officers, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.*

## Article Eleven

### 11. Protection of Officers

- 11.1. *The VRBB shall have the power to indemnify any officer or former officer of the VRBB for expenses and costs (including attorney's fees) actually and necessarily incurred by they/them, by action in court or otherwise, by reason of their being or having been such officer, except in relation to matters as to which they are guilty of negligence or misconduct in respect of the matter in which indemnity is sought.*
- 11.2. *The VRBB shall maintain a general liability insurance policy.*

## Article Twelve

### 12. Amendments

- 12.1. *Following public notification, the Bylaws may be changed or amended by a majority vote of the voting members present at a regularly scheduled member meeting. Public notification shall be made via the booster website, "Around the Band Hall" newsletter, or Band Director's e-mail list with not less than 25 days' notice.*



Article Thirteen

13. Certificate of Secretary

13.1. I certify that I am the duly elected and acting secretary of the Vista Ridge Booster Club, and these Bylaws constitute the organization's Bylaws. The Bylaws were duly adopted at a meeting of the Executive Board held on May 8, 2023.

Dated: 5 / 8 / 2023

  
Secretary of the Booster Club