

**CONSTITUTION & BYLAWS OF  
THE AWESOME COOPER BAND BOOSTERS**

Adopted December, 2002 – Amended April, 2018

This Constitution and Bylaws govern the affairs of the Awesome Cooper Band Boosters, a non-profit Club (referred to as the “Boosters”), organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

**ARTICLE 1**

**NAME AND PURPOSE**

1.01 The name of this organization shall be Awesome Cooper Band Boosters.

1.02 Purpose: The organization is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Booster members wish to provide for the support of the Cooper High School Band in its quality musical instruction, and to assist the Band in the development of its students musically, academically, and socially. The collective and individual growth of the Band and its students are the Booster’s primary focus. The Boosters and its members will cooperate with the Band and its directors and leaders to pursue these worthy goals. The Boosters will strive to provide financial support to the Band programs consistent with the policies of the Abilene Independent School District (AISD) and the University Interscholastic League (UIL) guidelines.

**ARTICLE 2**

**MEMBERSHIP**

**BOOSTER MEMBERS**

2.01 Each parent or guardian of a band student is eligible for membership in the Boosters upon admission of that person’s child or ward into the Cooper High School Band, at Cooper High School, Abilene, Texas, and submission of any booster club fees. Membership shall be open without regard to race, creed, color, national origin or other impermissible invidious distinction. Booster fees will be reviewed annually by the Executive Board and Band Directors.

Sustaining membership is available to parents or guardians of children enrolled in the middle school band programs at the feeder middle schools of the Abilene Independent School district, as well as any other individual interested in supporting the Cooper High School Band. Sustaining members have no vote and sustaining members may not hold office on the Executive Board. Sustaining member shall pay booster fees annually.

## MEETINGS

2.02 Regular meetings of the Booster members are held monthly at Cooper High School, from August through May, on the second Tuesday of each month, unless the Executive Board otherwise direct or agree. Special meetings of members may be held on the written request of three percent (3%) or more of the members, and shall be delivered to the President or Secretary at least ten (10) days prior to the date of the meeting.

A quorum shall consist of five percent (5%) of the membership and is necessary for the transaction of business at a meeting.

The meeting of members in August shall, among other items;

- a. Introduce newly elected Executive Board members.
- b. Outline the activities of the fiscal year.
- c. Cover any other agenda items.

The meeting of members in May shall be known as the Annual Meeting. Its purpose is to;

- a. Hear reports from the Executive Board and committees.
- b. To elect members of the Executive Board.
- c. To assign check signatories for the bank accounts
- d. Cover any other agenda items.

## VOTING

2.03 Each member shall have one (1) vote at a regular or special meeting of members. No cumulative voting of members is allowed. No proxy voting is allowed. A list of members, voting and non-voting shall be maintained by the Recording Secretary. Any member of the Boosters may inspect this list at any time.

## HONORARY LIFETIME MEMBERSHIP

2.04 An individual may receive honorary lifetime membership in the Boosters by a vote of three-fourths ( $\frac{3}{4}$ ) of the members present at a regular meeting, based on notable service to the Cooper High School Band. An honorary life member may not vote or hold office, unless they are a current member of the Boosters. Voting members on the Executive Board can make nominations for honorary lifetime membership.

## REMOVAL

2.05 Any Booster member may be removed by the President and Director of the Awesome Cooper Band with good cause. Any conflict with a member of the Cooper High School Band should be addressed outside of school activities, hours, or sponsored events. If a Booster member is told they can no longer volunteer or participate in Booster activities, the Booster will issue a refund of the membership fees.

## **ARTICLE 3**

### **OFFICE LOCATION**

#### PRINCIPLE OFFICE

3.01 The principle office of the Boosters in the State of Texas shall be located in Abilene, Texas. The Boosters may have other such offices, either in Texas or elsewhere, as determined by the Executive Board.

## **ARTICLE 4**

### **EXECUTIVE BOARD OF THE BOOSTERS (“Executive Board”)**

#### EXECUTIVE BOARD POSITIONS

4.01 The Executive Board of the Boosters shall consist of: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Student Accounts Representative, and Parliamentarian. The Executive Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may not hold two offices.

One or two parents or guardians may fill a single position on the Executive Board, however, only one vote per couple is allowed should the couple share the same office. In the event that the couple serves in two separate positions of the Executive Board, then one vote per position will be allowed for couples that serve.

#### Election and Term of the Executive Board

4.02 The Executive Board of the Boosters shall be elected annually by the members at the regular May meeting of the members. The term of office begins June 1 and ends May 31. Each Executive Board member shall hold office until a successor is duly selected and sworn in. An Executive Board member may be elected to succeed him or herself in the same office, but no Executive Board member may serve more than two consecutive terms in the same office. An Executive Board member must be a voting member of the Boosters and have been a voting member for at least one (1) school year prior to taking office unless the voting member has served on the Executive Board in prior years.

### Vacancies

4.04 A vacancy in any office may be filled by the Executive Board for the unexpired portion of the Executive Board member's term.

*Executive Board member duties and responsibilities listed below are as assigned but not limited to items written. All Executive Board members may be required to fulfill responsibilities beyond what is written in these By Laws.*

### President

4.05 The President shall be the Chief Executive Officer of the Boosters and the Executive Board. The President shall supervise all of the business and affairs of the Boosters and shall preside at all meetings of the Executive Board and the Booster membership. The President may execute any contracts or other instruments that the Executive Board has authorized to be executed. However, the President may not execute instruments on behalf of the Boosters if this power is expressly delegated to another Executive Board member or agent of the Boosters by the Executive Board, the bylaws, or statute. The President has the power to appoint committees and remove committee members with the exception of the Nominating Committee. When the Treasurer is not available to disburse funds for services rendered or for purchases made on behalf of the Boosters, the President may sign the checks and necessary documents will be turned in to the Treasurer for recording. The President shall perform other duties prescribed by the Executive Board and all duties incident to the office of the President.

### Vice-President

4.06 The Vice-President shall serve as the Chairman of all booster fundraisers. He or she shall recommend and present fund-raising projects to benefit the Booster's funds and student's accounts. The Vice-President will work with the Band Directors to assist in the initial fundraiser kickoff event, collection of funds, and the reconciliation of fundraiser forms and reports. The Vice-President shall act as an aide to the President and shall preside in the absence of the President and perform other duties as assigned by the President.

### Recording Secretary

4.07 The Recording Secretary shall:

- (a) Maintain an accurate record of all regular Booster member meetings and provide upon request.
- (b) Maintain an accurate record of all meetings of the Executive Board, and provide minutes upon request, and maintain a current copy of the governing documents of the Boosters available for inspection by Executive Board members, Band Directors, and Booster members.

- (c) Maintain copies of the minutes of all meetings of the Booster membership and Executive Board for the current year to be made available to any member of the Boosters upon written request.
- (d) Keep a register of the mailing address and email address of each Executive Board member.
- (e) Be responsible for the list of members to inspect that it is current and accurate.
- (f) Post meeting notices and perform other public notice functions as directed by the President or Executive Board in consultation with the President.
- (g) Perform other duties as assigned by the President or Executive Board.
- (h) Perform other duties as prescribed by these Bylaws

#### Corresponding Secretary

4.08 The Corresponding Secretary shall:

- (a) Be the caretaker of all Booster correspondence. The Corresponding Secretary report will be presented at the Booster meetings (if applicable).
- (b) Report to the President.
- (c) Prepares all official Booster correspondence and maintains a record of all correspondence.
- (d) Performs the duties of the Recording Secretary in the Recording Secretary's absence.

#### Treasurers

4.09 The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds of the Boosters, including Booster Club fees when assessed.
- (b) Receive and disburse monies due and payable to the Boosters from any source.
- (c) Deposit all monies in the name of the Boosters in banks or other depositories as provided in the Bylaws or as directed by the Executive Board. The Boosters, in this instance, choose to deposit all funds into First Financial Bank NA, located in Abilene, Texas.
- (d) Write checks and disburse funds to discharge financial obligations of the

Boosters. The Treasurer or President can sign checks.

(e) Maintain the financial books and records of the Boosters and prepare and file all necessary state and federal tax returns and reports.

(f) Prepare a budget in consultation with the Band Directors, President, and the Executive Board annually and present it to the Booster members in August of each year.

(g) Keeps a balanced record of all monies received and disbursed by the bank account(s).

(h) Prepare a monthly financial report to be presented to the Executive Board at monthly meetings.

(i) If required by the Executive Board, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Executive Board.

(j) Perform the entire duties incident to the office of the Treasurer.

(k) Perform other duties as assigned by the Executive Board.

#### Student Account Representative

4.10 The Student Account Representative shall work closely with the Treasurer to monitor balances due to Boosters from students. The representative will send out payment due letters monthly as directed by the Director of Bands, President, and/or Treasurer.

#### Parliamentarian

4.11 The Parliamentarian or designee shall attend all meetings of the Boosters and shall advise on matters of parliamentary procedure when requested.

### **ARTICLE 5**

#### **EXECUTIVE BOARD MEMBERS**

##### Management of the Boosters

5.01 The affairs of the Boosters shall be managed by the Executive Board members referred to as the "Executive Board".

##### Qualifications, Number, and Tenure of Executive Board Members

5.02 The number of Executive Board members shall be a number determined by the Executive Board that is not less than four (4) and no greater than fourteen (14). A member

of the Executive Board shall serve until his or her death, resignation, removal or end of his or her term of office.

A member of the Executive Board shall serve a one (1) year term. No elected member may serve more than two (2) consecutive one-year terms in the same office. The Executive Board shall be comprised of the Director of Bands and the elected Executive Board members. Other qualified members may be recommended to be added to the Executive Board by the Nominating Committee,

#### Election of the Executive Board

5.03 A person is elected to the Executive Board by a plurality vote of the members of the Boosters at the regular May meeting of members. Terms of office of the Executive Board begin June 1<sup>st</sup> and ends May 31<sup>st</sup>.

#### Vacancies

5.04 Any vacancy occurring in the Executive Board, and any position to be filled due to an increase in the number of Executive Board members, shall be filled by the action of the Executive Board at a regular or special meeting.

#### Annual Meeting

5.05 The annual meeting of the Executive Board may be held without notice other than these Bylaws. The annual meeting of the Executive Board shall occur as soon after the May meeting of members as possible.

#### Regular Meetings

5.06 The Executive Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings shall be held within the Abilene Independent School District. Public notice of regular meetings of the board is required prior to the date of the meeting.

#### Special Meetings

5.07 Special meetings of the Executive Board may be called by or at the request of any three (3) Executive Board members, or by the President, to be held at any place in or outside the State of Texas.

#### Notice

5.08 Written or printed notice of any special meeting of the Executive Board shall be delivered to each Executive Board member not less than seven and not more than 30 days

before the date of the meeting. The notice shall state the place, date, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

#### Quorum

5.09 A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. The Executive Board present at a duly called or held meeting at which a quorum is present may continue to discuss business transactions in the event that enough Executive Board members leave the meeting so that less than a quorum remains. However, no action may be approved without a quorum. If a quorum is not present at any time during a meeting, the remaining majority of the Executive Board members present may adjourn and reconvene the meeting without further notice.

#### Duties of Executive Board Members

5.10 Executive Board members shall exercise ordinary business judgment in managing the affairs of the Boosters. In acting in their official capacity as Executive Board members of the Boosters, these members shall act in good faith and take actions they reasonably believe to be in the best interests of the Boosters and that are not unlawful. In all other instances, the Executive Board shall not take any action that they should reasonably believe would be opposed to the Booster's best interests or would be unlawful. An Executive Board member shall not be liable if, in the exercise of ordinary care, the member acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Boosters.

#### Actions of Executive Board

5.11 The Executive Board shall try to act by consensus. However, the vote of a majority of the Executive Board present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Board, unless the act of a greater number is required by law or these Bylaws. An Executive Board member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Board.

#### Proxies

5.12 An Executive Board member may not vote by proxy.

#### Limitation of Liability

5.13 To the fullest extent provided by the Texas Miscellaneous Corporation Act or any applicable law, no person shall be liable to the Boosters for monetary damages for or with respect to any acts or omissions in his or her capacity as a member of the Executive Board. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Executive Board member with respect to acts or omissions of



such member prior to any such repeal or amendment.

#### Removal of an Executive Board Member

5.14 The Executive Board may vote to remove an Executive Board member at any time, with good cause by a recommendation in writing at a specially called meeting of the Executive Board. Good cause for removal of an Executive Board member shall include the unexcused failure to attend four (4) consecutive meetings of the Executive Board. The Executive Board member to be considered for removal has the right to hear the accusations from the accusers at this special meeting, has the right to defend him or herself, and has the right to know how each person voted. A vote of two thirds (2/3) majority of the Board shall be sufficient for the removal of an Executive Board member.

### **ARTICLE 6**

#### **COMMITTEES**

##### Establishment of Committees

6.01 The President, in consultation with the Executive Board, may establish one or more committees (except the Nominating Committee which is voted on by the Booster members in the process listed below), delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include one or more Executive Board members and may include persons who are not Executive Board members. If the Executive Board delegates any of its authority to a committee, the majority of the committee shall consist of Executive Board members. The Executive Board may establish qualifications for membership on a committee. The Executive Board may delegate to the President its power to appoint and remove members of a committee if that committee has not been delegated any authority of the Executive Board. The establishment of a committee or the delegation of authority to it shall not relieve the Executive Board, or any individual Executive Board member of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have any authority there in to execute any action outside the scope of authority delegated there in by the Executive Board.

##### Nominating Committee and Election Procedures

6.02 The Nominating Committee shall be elected by a majority vote of the Booster members present at the February meeting of the Boosters. The committee will consist of six (6) persons, one representative from each grade level, one at-large member and the Band Director. There will be four (4) alternates selected by the members at the same time, one from each high school grade level. The duties of the Nominating Committee are to elect a Chairman from its members, obtain at least one (1) qualified candidate for each Executive Board position and report its nominations at the April membership meeting. Nominating committee members are eligible for nomination to office.

Nominations from the floor for each office will be accepted at the April membership meeting. The person nominated must be present and willing to serve. No nominations shall be made after the April membership meeting, except where the person nominated notifies the Executive Board of his or her inability or refusal to serve in the office for which he or she has been nominated. The nominations for Executive Board members will be published at least two (2) weeks prior to the May annual membership meeting.

The Executive Board shall follow all guidelines for elections in the Bylaws and shall determine additional election procedures not inconsistent with the bylaws by a vote of the majority of the Executive Board members.

## **ARTICLE 7**

### **BOOK AND RECORDS**

#### Required Books and Records

7.01 The Boosters shall keep accurate and complete books and records of all business transactions.

#### Inspection and Copying

7.02 Any Executive Board member of the Boosters may inspect and receive copies of all books and records of the Boosters required to be kept by the bylaws.

## **ARTICLE 8**

### **FISCAL YEAR**

8.01 The fiscal year of the Boosters shall begin on the first day of July and end on the last day in June.

## **ARTICLE 9**

### **INDEMNIFICATION**

#### When Indemnification is Required, Permitted, and Prohibited

9.01 (a) The Boosters shall indemnify an Executive Board member, committee member, or agent of the Boosters who was, is or may be named as a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Boosters. For the purposes of this article, an agent includes one who is serving at the request of the Boosters, as an Executive Board member, partner, venturer, proprietor, partner, joint venture, sole proprietorship, trust, or other enterprise. However, the boosters shall indemnify only if he or she acted in good faith and reasonably believed that the conduct was in the Booster's best interests. In a case of criminal

proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Boosters shall not indemnify a person who is found liable to the Boosters or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(b) In addition to the situations otherwise described in this paragraph, the Boosters may indemnify an Executive Board member, committee member, or agent of the Boosters to the extent permitted by law. However, the Boosters shall not indemnify any person in any situation in which indemnification is prohibited by the terms of subsection 9.01 (a) of this article.

(c) Before the final disposition of a proceeding, the Boosters may pay indemnification expenses permitted by the Bylaws and authorized by the Boosters. However, the Boosters shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person(s) is named as a defendant(s) or respondent(s) in a proceeding brought by the Boosters; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(d) If the Boosters may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the boosters, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02 The Boosters may, upon affirmative vote of the Executive Board, purchase insurance for the purpose of indemnification of its Executive Board members and others to the extent that is allowed by these Bylaws or by law. Such insurance may be paid for some or all persons, but the purchase of insurance shall not limit the indemnification provisions of the preceding paragraph. No repeal or amendment of these provisions shall have any effect on the rights of indemnity of any person, which occur prior to such repeal or amendment.

## **ARTICLE 10**

### **NOTICES**

#### Waiver of Notice

10.01 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of the Boosters or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of the notice shall be effective whether signed before or after the time stated in the notice being waived.

### Waiver of Notice by Attendance

10.02 The attendance of a person at a meeting shall constitute a 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 is not lawfully called or convened.

## **ARTICLE 11**

### **SPECIAL PROCEDURES FOR MEETINGS**

#### Meeting by Telephone

11.01 The Executive Board and any committee of the Boosters may hold a meeting by telephone conference call or by use of current technology in which all persons participating in the meeting can respond. Participation of a person such a meeting constitutes presence of that person at the meeting.

#### Decision Without a Meeting

11.02 Any decision required or permitted to be made at a meeting of the Executive Board, or any committee of the Boosters 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 of the persons entitled to vote on the matter. The original consent shall be placed in the Booster's minute book and kept with the Booster's records.

#### Robert's Rules

11.03 The current edition of Robert's Simplified Rules of Order shall, to the extent practicable, control the meetings of the members and of the Executive Board in all applicable cases, but not inconsistently with these Bylaws.

## **ARTICLE 12**

### **AMENDMENTS**

12.01 The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Executive Board and by a two thirds (2/3) vote of the Booster members present at a regular or special meeting of members at which a quorum is present. Notice of the action must have been given to members at least seven (7) and not more than thirty (30) days prior to the meeting.

## **ARTICLE 13**

### **MISCELLANEOUS**

#### Controlling Law

13.01 The bylaws shall be construed in accordance with the laws of the State of Texas.

#### Headings

13.02 The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

#### Gender and Plurality

13.03 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

## **ARTICLE 14**

### **DIRECTORS OF THE AWESOME COOPER BAND**

14.01 The Boosters will work closely with the Directors of the Awesome Cooper Band in support of the band program. The Executive Board will consult with the Directors of the Band on all matters affecting the mission of the Boosters. All meetings will be open to the Directors of the Awesome Cooper Band.


## **ARTICLE 15**

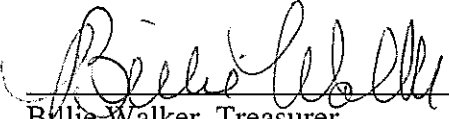
### **DISSOLUTION CLAUSE**

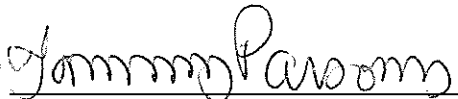
15.01 Upon dissolution of the association, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all assets of the association exclusively for the purposes of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

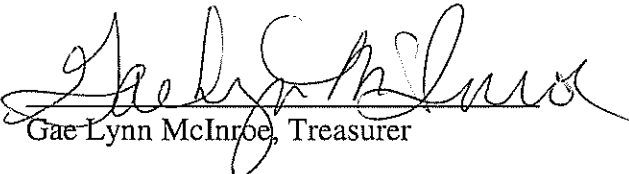
**CERTIFICATE OF EXECUTIVE BOARD MEMBERS**

I certify that I am the duly elected and acting President of the Awesome Cooper Band Boosters, and that the forgoing Bylaws constitute the Bylaws of the Boosters. These Bylaws were duly adopted at a meeting of the Executive Board held on April 10, 2018.

  
\_\_\_\_\_  
Marc Valentine, President

  
\_\_\_\_\_  
Billie Walker, Treasurer

  
\_\_\_\_\_  
Tammy Parsons, President

  
\_\_\_\_\_  
Gae Lynn McInroe, Treasurer


DATED: April 10, 2018


**CERTIFICATE OF EXECUTIVE BOARD MEMBERS**

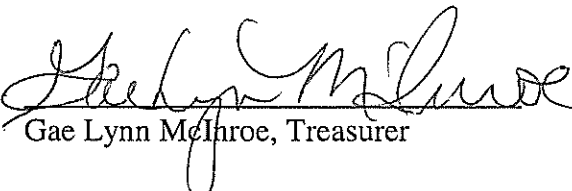
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DATED: April 10, 2018

  
\_\_\_\_\_  
Marc Valentine, President

  
\_\_\_\_\_  
Billie Walker, Treasurer

  
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Tammy Parsons, President

  
\_\_\_\_\_  
Gae Lynn McInroe, Treasurer