

# **Reagan Orchestra Booster Club**

## **Constitution and Bylaws**



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CONSTITUTION AND BY- LAWS  
Reagan Orchestra Booster Club  
As Adopted September 8, 2011

ARTICLE I. Organization Name

The name of this organization will be the Reagan Orchestra Booster Club, hereafter referred to as the Club. It is a non-profit organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. Mission and Objectives

The Club's operations will be confined to the charitable and educational purposes set forth herein. The objectives of the Club are:

1. To provide a service organization dedicated to the promotion and welfare of the Ronald Reagan High School Orchestra and its members.
2. To promote the entire Orchestra program of Ronald Reagan High School and to assist the Orchestra Directors and the school administration in the development of an outstanding Orchestra program.
3. To seek, cultivate, and obtain revenues for developing and expanding the entire Orchestra program.
4. To strive for close coordination and understanding between the Orchestra, the school, and the community.
5. To conduct its business exclusively as a charitable and educational nonprofit organization consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of future laws.

ARTICLE III. Membership

There are five categories of membership:

1. Voting Members: Parents and/or guardians of current Orchestra members whose annual Student Program Fees are paid current. Shall be entitled to one vote per Orchestra member.
2. Honorary Voting Members: The Principal, the Assistant Principal who serves as the Administrative Liaison to the Ronald Reagan High School Orchestra, and the Orchestra Directors.
3. Honorary Members (nonvoting): Individuals whose service and/or commitment to the Orchestra program or to the Orchestra members have been recognized by a majority vote of the Club.

4. Supporting Members (non-voting): Other members of the community dedicated to the promotion of the Orchestra program and the welfare of the Orchestra members.
5. Alumni Members (nonvoting): Individuals or parents of individuals who have graduated from the Reagan High School Orchestra Program. Alumni Membership is a nominal cost.

No member of this Club will be personally liable for any of its debts, liabilities, or obligations, nor will any member be subject to any assessment.

#### ARTICLE IV. Student Program Fee

An annual Student Program Fee will be determined on a yearly basis by the Executive Board and assessed per Orchestra student. Incoming new students or withdrawing students are responsible for a pro-rated amount of their Student Program Fee. That amount will be determined by the existing Board.

#### ARTICLE V. Meetings

The ROBC President shall convene at least one club meeting each semester. Meetings of the Executive Board will be held at times necessary for the purpose of conducting normal business. The ROBC President shall be responsible for calling and conducting the meetings of the Executive Council.

1. Dates and times of Club meetings will be determined by the Executive Board and will be published online at least 2 weeks prior to meeting dates.
2. Special meetings of the Club may be called by the President or a majority of the Executive Board. The Board will notify all Club members online, providing 2 weeks notice.
3. A quorum of twenty members must be present at any Club meeting to conduct business.

#### ARTICLE VI. Officers

The elected officers of the Club will be the President, Vice President, Secretary, Director of Publicity, and Treasurer. Together with the Orchestra Director, they will constitute the Executive Board of the Club. Each officer of this Club must be a voting member whose dues are paid and current. Any of these offices may be co-chaired. Any co-chaired office has a single vote and is counted as a single member. Should one member of a co-chair be absent, the vote will be cast by the member present. All members of the Executive Board are expected to attend regular and called Executive Board and Club meetings. Three or more absences from such meetings will require Executive Board review and potential action specified under Article VI, Section 4. Each office will have a term of one fiscal year, beginning June 1 and ending May 31<sup>st</sup>. No person will be eligible to serve in the same office for more than three consecutive years. The officers of this Club will not be personally liable for its debts, liabilities, or other obligations.

Section 1. Duties

1. The President:
  - a. Will preside at all meetings of the Club and of the Executive Board.
  - b. Will coordinate the work of the officers and the committees of the Club.
  - c. Will serve as the Ronald Reagan High School representative on the North East Independent School District Orchestra Booster Club Committee.
  - d. Will enforce the Constitution and By-Laws of the Ronald Reagan Orchestra Booster Club.
  - e. Will be an ex-officio member of all committees except the Nominating Committee.
  - f. Will countersign the annual financial report of the Club and all Club checks over the amount of \$1,000.
  - g. Will report the activities of the Executive Board to the Club.
  - h. Will insure that the proceedings of the Club and the Executive Board abide by its Constitution and By-Laws and by the latest edition of Robert's Rules of Order.
  
2. The Vice President:
  - a. Will assume the duties of the President in the temporary absence of the President.
  - b. Will investigate and propose student fundraising activities.
  - c. Will conduct approved student fundraising activities.
  - d. Will support any additional student programs.
  - e. Will work with the Treasurer to supervise, collect, and record student funds.
  - a. Will assist in the recruitment of crew volunteers.
  
3. The Director of Publicity:
  - a. Will have the general responsibility of promoting the organization to the students, parents, Reagan High School, and the community.
  - b. Will ensure the content of the ROBC website, under the control of the President, is maintained and up to date regarding news and events.
  - c. Regularly post and maintain events and calendar items as necessary to keep the membership informed of upcoming events.
  - d. Will coordinate with event and committee chairpersons to publish and announce activities of the organization through the website or any outside publications needed to ensure awareness of club activities.
  
4. The Secretary:
  - a. Will record and maintain the minutes of all meetings of the Club and of the Executive Board and shall have general custody of all ROBC records.
  - b. Will conduct the general correspondence of the Club and of the Executive Board.
  - c. Will prepare and ensure the meeting minutes are posted to the website within two weeks of the meeting, initially marked as "unapproved." The Secretary shall update the minutes as "approved" when the proper membership approves the minutes.
  - d. Will develop and maintain a current roster of all Orchestra members, all voting and non-voting members of the Club, and all Orchestra parents and/or guardians.

- e. Will maintain a list of all officers and committee chairpersons and ensure they are posted to the website.
  - f. Will record attendance of Executive Board members at all scheduled and called Executive Board and Club meetings.
4. The Treasurer:
- a. Will receive and timely deposit all Club funds, pay all bills approved by the executive board, and maintain an accurate record of all receipts, disbursements, assets and liabilities.
  - b. Will chair the Budget and Finance Committee.
  - c. Will prepare and make available financial reports at all Club meetings and when requested by the President. If the report is not available, then the EC may not commit ROBC to the expenditure of new funds.
  - d. Will prepare an annual financial report, signed by the outgoing President and Treasurer. The report will be available to the NEISD Director of Internal Audit by July 31<sup>st</sup> per NEISD policy and published online to the ROBC website.
  - e. Will provide all records for any audit.
  - f. Will submit the annual budget for the approval of the members.
  - g. Will provide for the preparation and filing of any necessary government tax returns.

## Section 2. Nominations

1. The Nominating Committee (ArticleVII 4d) will invite the slate of proposed officers to the April Executive Board meeting.
2. Nominations will be taken from the floor at the Spring Concert Club Meeting.
3. All nominees must be voting members of the Club who agree to serve if elected.

## Section 3. Elections

Officers will be elected by a majority vote of the membership at the Spring Concert Club Meeting. The Executive Board will elect a voting member to fill any vacancy that occurs during the fiscal year.

## Section 4. Removal from Office

1. Any Executive Board member who is absent from three or more Executive Board or Club meetings without legitimate reason may be removed from office by majority vote of the Executive Board.

2. Any officer or appointed chairperson may be removed from office for failure to perform the duties of his/her position or for misconduct, by two-thirds majority vote of the Executive Board.

## ARTICLE VII. Executive Board

The Executive Board will be the elected officers of the Club and the Orchestra Director. A quorum of three members of the Executive Board must be present at a meeting to transact business. The ROBC President may use electronic (e-mail) means to conduct business for unforeseen items. A quorum must respond electronically and the e-mail exchange must be collected and published to the website to document the business transaction.

1. Duties of the elected officers of the Executive Board:
  - a. Will supervise all business activities of the Club and transact necessary business in accordance with the Constitution and By-Laws.
  - b. Will approve a budget for each fiscal year and amend the budget with Club approval as necessary.
  - c. Will approve fundraising activities for each year.
  - d. Will respond to requests confidentially from the Orchestra Director concerning an Orchestra member whose financial circumstances limit participation in an Orchestra event. Board actions will be within the U.I.L. and North East Independent School District policies and procedures.
  - e. Will approve an Audit Committee of two members to audit the financial accounts annually and/or at the end of the Treasurer's term of office.
  - f. Will fill a vacancy in any office that might occur during the year.
  - g. Special meetings of the Executive Board may be called by any member of the Board. The person(s) calling a special meeting will notify all members of the Executive Board.
  - h. The outgoing Executive Board, will assist the current Treasurer with the preparation of an annual budget for the next fiscal year.
  - i. No member of the Executive Board shall make a financial commitment obligating the Reagan Orchestra Booster Club's funds without presentation to and approval of the Executive Board except as specified in Article VIII. Finances.
2. Role of the Orchestra Director on the Executive Board of the Reagan Orchestra Booster Club.
  - a. All duties of the elected officers of the Executive Board as stated above.
  - b. Serves as an ex-officio member of all committees.
3. The Executive Board will appoint the chairpersons of the following Standing Committees for each fiscal year.
  - a. Uniforms: Distributes and maintains Orchestra uniforms in coordination with the student Quartermasters, if any.



- b. Events: Plans hospitality and coordinates volunteers necessary to support all functions involved with special Orchestra events, such as concerts, hosting UIL clinics/competitions Reagan campus activities, etc.
4. The Executive Board will establish the following Special Committees.
    - a. Audit: Two voting members of the Club appointed by the incoming President with the approval of the current Executive Board. One of these two members should have served on the Audit Committee the prior year. The other members should not currently hold any Executive Board position. The Audit Committee will ensure annually, that the Club complies with all rules and regulations and files all required reports with any governmental agency necessary to comply with all applicable sections of the Internal Revenue Code necessary to retain its tax exempt status. The Committee will audit the financial records of the Club and report the audit findings at a Club meeting.
    - b. Constitution and By-Laws: Three voting members of the Club; two appointed by the Executive Board and one elected at a Club meeting by a majority. This Committee is established when the Executive Board believes there is a need for Constitution and By-Laws review, or when any member feels that a change is necessary. The reason for review, or the proposed amendments, must be referred to the Constitution and By-Laws Committee. The Committee will meet, deliberate, and prepare a report for presentation at the next Club meeting. At the following Club meeting voting will take place. A two-thirds vote of the members present is needed to adopt an amendment to the Constitution and By-Laws.  
All proposed changes shall be posted on the web site at least 2 weeks prior to the meeting. Rule changes take effect immediately following the meeting adopted unless a specific date is specified in the rule.
    - c. Budget and Finance: The Orchestra Director, the current Treasurer, and the incoming Executive Board. Present Board may lend guidance, but will not be a member of the Committee. The annual budget will be submitted at the Spring Concert Club Meeting for approval.
    - d. Nominating Committee: Three voting members of the Club: the Orchestra Director, one member elected by the Executive Board, and one member elected at the February Club meeting by a majority of the members present.
  5. The Executive Board may establish additional Standing or Special Committees as needed.
  6. The board members of this Club will not be personally liable for its debts, liabilities, or other obligations.

#### ARTICLE VIII. Online Presence and Club Accounts

1. The ROBC website shall be the official means of communication for ROBC. The site content is under control of the TSA President with advice from the ROBC Executive Council and the web site administrator.

2. Any online account generated by the ROBC Executive Board will have access provided to the President and Vice President as well as any necessary individual access.
3. All accounts maintained on behalf of the ROBC will have addresses maintained through the Reagan High School, Attention: Orchestra, and not to an individual's home address.
4. All documents generated on behalf of the ROBC shall be maintained in an online storage or cloud account, e.g. Google Docs, with rights and access made private and access provided to all ROBC Board members.

#### ARTICLE IX. Finances

1. The expenses of the Club shall be borne by Student Program Fees, revenues from fund raising, concessions, donations, and other sources of income.
2. The Club shall operate on a budget prepared by the Budget and Finance Committee and adopted by the Club. The budget may be amended during the year by a majority vote of the Voting Members present.
3. The President shall have the authority to approve non-budgeted expenditures that are not expected to exceed \$400. Non-budgeted expenditures over \$400 but not expected to exceed \$1,000 may be approved by a majority vote of the Executive Board. Non-budgeted expenses expected to exceed \$1,000 must be approved by a majority vote of the voting members present at a regular or called meeting of the Club at which such a proposed expenditure is presented.
4. The fiscal year of the Club shall be June 1 thru May 31<sup>st</sup>. The Treasurer shall prepare the financial report for audit by July 1.
5. The following members of the Executive Board shall have signing privileges on ROBC checks: President, Vice President, Treasurer, Secretary
6. All checks require two signatures per NEISD policy. Two signatories of the same immediate family may NOT sign a single check. No check signor may sign any check issued to themselves.

#### ARTICLE X. Tax Exempt Status

Notwithstanding any other provision of this Constitution and By-Laws, the Club will not carry on any activities not permitted to (a) a Texas non-profit organization (b) by an organization exempt from Federal Income tax under Section 501 (c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XI. Standing Rules

The Executive Board, when necessary, will propose Standing Rules to be approved by a majority of the members present at a Club meeting. Once approved, these rules will be binding until such time as they are changed by like procedure. Standing Rules will be consistent with the

Constitution and By-Laws. Where there is a contradiction, the Constitution and By-Laws shall prevail.

#### ARTICLE XII. Indemnification

The Club shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, officer, volunteer, employee or agent of the Club. Indemnification shall be against all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Club or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Club. The Executive Board may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding whether formally instituted or not.

#### ARTICLE XIII. Dissolution

The Club's operations will be confined exclusively to the charitable and educational purposes set forth under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in the Club's Constitution and By-Laws. Upon dissolution, no part of the funds or the property of this organization shall inure to the benefit of any officer or director or member of the organization.

#### STANDING RULE 1

The President and Orchestra Director, prior to release, must approve all public statements and publicity.

#### STANDING RULE 2

##### Chaperones

##### A. Selection.

1. The Vice-President will select Orchestra parents/guardians to chaperone the Orchestra on a rotational basis.
2. In selecting persons to chaperone, the Vice-President shall particularly consider service to the Orchestra and the Club. The Orchestra Director may deem a person unqualified or unsuitable to serve in the capacity of Chaperone.

B. Requirements and Duties.

1. Chaperones will abide by all North East Independent School District requirements.
2. Only Ronald Reagan High School Orchestra Members, Chaperones, and Orchestra Directors will be allowed to ride the buses.
3. Chaperones will perform the duties assigned to them by the Vice-President at each event.

STANDING RULE 3

Recommended Procedure for the Advancement of Funds

Advancing of Funds Definition:

Paying out expenses (not budgeted for) prior to collecting of funds.

In order for the Treasurer/President to have a check issued for the advancing of funds, the following procedures should be followed:

1. Student Activities: Signed commitment forms are to be provided with full disclosure of payment plans and deadlines. This documentation will be used to collect funds in a timely manner.
2. In the case of a contract or agreement: Documentation of the agreement is to be submitted and reviewed prior to issuing check.
3. Disclosure of checks issued should be given to the Executive Board at Regular scheduled monthly meetings. Approval from the Executive Board is required if the amount of the check exceeds by \$5,000 in money already collected.
4. Approved activities by the administration.

In order to avoid the need for advancing of funds, payment plans for student activities should be made well in advance of when deposits need to be made.